

**Court File No. CV-19-00614629-00CL**

**PAYLESS SHOESOURCE CANADA INC. and  
PAYLESS SHOESOURCE CANADA GP INC.**

**FIFTH REPORT OF FTI CONSULTING CANADA INC., AS MONITOR**

**September 12, 2019**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
PAYLESS SHOESOURCE CANADA INC. AND PAYLESS SHOESOURCE CANADA  
GP INC.**

(the "**Applicants**")

**FIFTH REPORT TO THE COURT  
SUBMITTED BY FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR**

**A. INTRODUCTION**

1. On February 18, 2019, Payless Holdings LLC and certain of its subsidiaries and affiliates (collectively, the "**Debtors**") commenced cases (collectively, the "**U.S. Proceedings**") under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Eastern District of Missouri.
2. On February 19, 2019, Payless ShoeSource Canada Inc. and Payless ShoeSource Canada GP Inc. (collectively, the "**Applicants**"), which are debtors in the U.S. Proceedings, sought and obtained an initial order (the "**Initial Order**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"). The benefits, protections, authorizations and restrictions of the Initial Order were also extended to Payless ShoeSource Canada LP ("**Payless Canada LP**", and together with the Applicants, the "**Payless Canada Entities**"). The proceedings commenced under the CCAA by the Payless Canada Entities are referred to herein as the "**CCAA Proceedings**".
3. The Initial Order, among other things:

- (a) appointed FTI Consulting Canada Inc. ("**FTI**") as monitor of the Payless Canada Entities (in such capacity, the "**Monitor**") in the CCAA Proceedings;
  - (b) granted a stay of proceedings (the "**Stay of Proceedings**") against the Payless Canada Entities until and including March 21, 2019;
  - (c) approved the engagement of Ankura Consulting Group, LLC ("**Ankura**") as Chief Restructuring Organization ("**CRO**") of the Payless Canada Entities; and
  - (d) approved a cross-border protocol.
4. On February 21, 2019, this Court granted an order approving a liquidation consulting agreement dated February 12, 2019 (the "**Liquidation Consulting Agreement**") between the Debtors (including the Payless Canada Entities) and a contractual joint venture comprised of Great American Group, LLC and Tiger Capital Group, LLC (together, the "**Consultant**"). Pursuant to the Liquidation Consulting Agreement, the Debtors engaged the Consultant to advise the Debtors with respect to the liquidation of inventory and certain fixtures at the stores identified in the Liquidation Consulting Agreement.
5. On March 20, 2019, this Court granted an Order granting the Payless Canada Entities an extension of the Stay of Proceedings until and including June 7, 2019 and approving the Pre-Filing Report, the First Report, the Second Report and the activities of the Proposed Monitor and the Monitor, as applicable.
6. On April 24, 2019, this Court granted an Order (the "**Claims Procedure Order**") approving a claims procedure (the "**Claims Process**") to solicit and identify (but not resolve) certain claims against the Payless Canada Entities (the "**Claims**").
7. Also on April 24, 2019, this Court granted an Order (the "**Amended Cash Flow Order**") that, *inter alia*, approved the Third Report and authorized the Payless Canada Entities to transfer funds to the Debtors, subject to the existing security interest of the Term Loan Lenders (as defined below), (a) materially consistent with the Cash Flow Statement (as defined in the Amended Cash Flow Order), (b) in such amounts as may be determined by

the Payless Canada Entities with the prior written consent of the Monitor, or (c) as otherwise ordered by the Court.

8. On June 4, 2019, this Court granted an Order (the "**Second Stay Extension Order**") granting the Payless Canada Entities an extension of the Stay of Proceedings until and including September 20, 2019 (the "**Second Stay Extension**") and approving the Fourth Report and the activities of the Monitor. The Second Stay Extension Order also approved the fees and disbursements of the Monitor for the period from February 19, 2019 to May 19, 2019, and of counsel to the Monitor for the period from February 19, 2019 to May 17, 2019.

## **B. PURPOSE**

9. The purpose of this Fifth Report of the Monitor (the "**Fifth Report**") is to provide the Court with the Monitor's comments and/or recommendations regarding the following:
  - (a) an update in respect of the Claims Process and Claims;
  - (b) an update in respect of the U.S. Proceedings;
  - (c) a summary of the receipts and disbursements of the Payless Canada Entities for the 15-week period ended August 30, 2019;
  - (d) the Payless Canada Entities' revised cash flow forecast for the 16-week period ending December 20, 2019 (the "**Fifth Cash Flow Forecast**");
  - (e) an update in respect of the CCAA Plan (as defined below); and
  - (f) the Payless Canada Entities' motion returnable September 17, 2019 (the "**September 17 Motion**") seeking, among other things:
    - i. the granting of the Meetings Order (as defined below) which if granted would, *inter alia*:
      - (a) accept the filing of the Payless Canada Entities' Plan of Compromise and Arrangement (the "**CCAA Plan**");

- (b) authorize the establishment of two (2) classes of affected creditors for the purpose of considering and voting on the CCAA Plan: (i) a general unsecured creditor class (the "**General Unsecured Creditors**"), and (ii) a landlord class (the "**Landlords**", and together with the General Unsecured Creditors, the "**Affected Creditors**");
  - (c) authorize the Payless Canada Entities to call, hold and conduct meetings of Affected Creditors for the purpose of enabling such creditors to consider and vote on a resolution to approve the CCAA Plan (the "**Creditors' Meetings**");
  - (d) approve the Information Package (as defined below);
  - (e) set a date for the hearing of the Payless Canada Entities' motion for an order to sanction the CCAA Plan (the "**Sanction Order**") should the CCAA Plan be approved for filing and approved by the Required Majority (as defined in the Meetings Order) of Affected Creditors at the Creditors' Meetings;
  - (f) approve the procedures to be followed with respect to the calling and conduct of the Creditors' Meetings; and
  - (g) approve the procedures for the resolution of certain Claims.
- ii. the granting of the Third Stay Extension Order (as defined below) which if granted would, *inter alia*:
- (a) lift the Stay of Proceedings for the limited purpose of allowing the Payless Canada Entities to apply to the U.S. Bankruptcy Court to dismiss the Payless Canada Entities' U.S. Proceedings (as defined below);
  - (b) extend the Stay of Proceedings up to and including December 20, 2019;

- (c) confirm all references to the "Cash Flow Statement" in the Initial Order shall mean the Fifth Cash Flow Forecast attached hereto as Appendix "A";
- (d) approve this Fifth Report of the Monitor and the activities of the Monitor as described herein; and
- (e) approve the fees and disbursements of the Monitor and its counsel, Bennett Jones LLP, as set out in the Fee Affidavits (as defined below).

### C. TERMS OF REFERENCE

10. In preparing the Fifth Report, the Monitor has relied upon audited and unaudited financial information provided by the Debtors, including their books and records, financial information, forecasts and analysis, in addition to discussions with various parties, including senior management ("**Management**") of, and advisors to, the Payless Canada Entities, the other Debtors, and Ankura (collectively, the "**Information**").
11. Except as otherwise described in the Fifth Report:
  - (a) the Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and
  - (b) the Monitor has not examined or reviewed the financial forecasts or projections referred to in the Fifth Report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.
12. Future-oriented financial information reported in or relied on in preparing the Fifth Report is based on Management's and Ankura's assumptions regarding future events. Actual results will vary from these forecasts and such variations may be material.

13. The Monitor has prepared this Fifth Report in connection with the September 17 Motion. This Fifth Report should not be relied on for any other purpose.
14. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars.
15. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Affidavit of Adrian Frankum sworn September 10, 2019 (the "**Frankum Affidavit**") filed in support of the September 17 Motion, the Claims Procedure Order, the Pre-Filing Report, the First Report, the Second Report, the Third Report and/or the Fourth Report.

**D. THE RESULTS OF THE CLAIMS PROCESS**

16. The Claims Procedure Order authorized the Payless Canada Entities to conduct a Claims Process to be run in parallel to the process approved on April 23, 2019 by the U.S. Bankruptcy Court (the "**Chapter 11 Claims Process**"). The Chapter 11 Claims Process did not call for claims against the Payless Canada Entities.
17. The Claims Procedure Order authorized the Payless Canada Entities, with the assistance of the Monitor, to undertake a process to solicit and identify various claims against the Payless Canada Entities and their present and former directors and officers. Subject to certain exceptions, the deadline to file a Proof of Claim (as defined in the Claims Procedure Order) or a Notice of Dispute of Claim Statement (as defined in the Claims Procedure Order) was June 7, 2019.
18. The Claims Procedure Order called for a "negative claims process" wherein the Payless Canada Entities, with the assistance of the Monitor, provided Claim Statements or Amended Claim Statements (as defined in the Claims Procedure Order) to certain Known Claimants (as defined in the Claims Procedure Order). To the extent that a party that received a Claim Statement failed to file a Notice of Dispute of Claim Statement, the Claimant's (as defined in the Claims Procedure Order) Claim was deemed to be the amount set forth in the Claim Statement or Amended Claim Statement. Any Claimant that did not receive a Claim Statement from the Monitor was permitted to assert a Claim by filing a Proof of Claim with the Monitor.

19. As of August 30, 2019, after removing Claims the Monitor believes to be duplicative, the total Secured Claims received by the Monitor as a result of the Claims Process are approximately \$375 million. That amount is almost entirely comprised of the Secured Claim filed by the Term Loan Agent.
20. As of August 30, 2019, the total Unsecured Claims received by the Monitor as a result of the Claims Process are approximately \$91 million, and are segmented below by category of claim and type of claim received (i.e. Claim Statement, Notice of Dispute, and Proof of Claim):

<b>Payless Canada Entities Summary of Unsecured Claims (CAD 000's)</b>				
<b>Category</b>	<b>Claim Statements</b>	<b>Notices of Dispute</b>	<b>Proofs of Claim</b>	<b>TOTAL</b>
Employee	3,468	326	46	3,839
Landlord	1,047	71,013	74	72,134
Trade	1,501	3,309	9,136	13,945
Utility	24	-	95	119
Tax Authority (Note 1)	-	-	881	881
Other	-	-	53	53
<b>TOTAL</b>	<b>6,039</b>	<b>74,648</b>	<b>10,284</b>	<b>90,971</b>

Note 1: Please note that this category is comprised of specific claims filed by taxation authorities totaling approximately \$881,000.00, and a marker claim that was filed by a taxation authority. Given that the marker claim is not quantifiable, no value for that claim has been included in this summary table.

21. The Monitor received approximately sixteen late-filed claims from creditors, which includes both Proofs of Claim and Notices of Dispute of Claim Statement, totaling approximately \$3.6 million (the “**Late-Filed Claims**”). In accordance with the Claims Procedure Order, neither the Payless Canada Entities nor the Monitor has yet resolved or otherwise adjudicated any of the Late-Filed Claims; however, the Monitor's current view is that it would not be appropriate to disallow any of the Late-Filed Claims solely because they were received after the applicable deadline as at this time, there is limited or no prejudice to other stakeholders. To the extent any further late-filed claims are submitted, the Monitor will assess those claims in light of the circumstances existing at that time.

**E. UPDATE ON THE U.S. PROCEEDINGS**

22. The Monitor understands that since the completion of the liquidation sales in the U.S. and Canada, the Debtors have focused their efforts on the reorganization of the remaining business and emergence from the U.S. Proceedings.
23. On August 12, 2019, the Debtors, excluding the Payless Canada Entities, (the “**U.S. Debtors**”) filed a joint plan of reorganization (as amended, the "**U.S. Plan**") and a corresponding disclosure statement (as amended, the "**U.S. Disclosure Statement**"). Both the U.S. Plan and the U.S. Disclosure Statement were amended on August 28, 2019. Despite being Debtors in the U.S. Proceedings, the Payless Canada Entities are not proponents under the U.S. Plan.
24. The Monitor understands that the U.S. Plan seeks to, *inter alia*, de-lever the U.S. Debtors' capital structure, preserve the U.S. Debtors' profitable business segments, implement a global settlement of all claims, and provide a distribution to the general unsecured creditors of the U.S. Debtors (which for greater certainty, does not include the Payless Canada Entities).
25. To provide equitable treatment as between the unsecured creditors of the Payless Canada Entities and the unsecured creditors of the U.S. Debtors, the U.S. Plan provides that the intention with respect to Canada is that unsecured creditors of the Payless Canada Entities will receive a recovery on a similar basis as the recovery received by the general unsecured creditors of the U.S. Debtors (the "**Canadian GUC Amount**"). The Canadian GUC Amount is proposed to be distributed through the CCAA Plan.
26. The Monitor understands that the U.S. Debtors continue to negotiate the U.S. Plan with certain of its stakeholders. The Monitor further understands that the Disclosure Statement hearing originally scheduled for September 11, 2019 has been adjourned and continued to September 18, 2019 in an effort to provide additional time for negotiations.

**F. RECEIPTS & DISBURSEMENTS FOR THE 15-WEEK PERIOD ENDED AUGUST 30, 2019**

27. The Payless Canada Entities' actual net cash outflow on a consolidated basis for the fifteen-week period ending August 30, 2019 was approximately \$2.9 million, compared to a forecast net cash outflow of approximately \$3.5 million as noted in the Fourth Cash Flow Forecast filed as Appendix "A" to the Fourth Report, representing a positive variance of approximately \$0.6 million as summarized below.

Payless Canada Entities Variance Report (CAD \$000s)	For the 15 week period ending August 30, 2019		
	Forecast	Actual	Variance
<b>Operating Receipts</b>	-	<b>121</b>	<b>121</b>
<b>Operating Disbursements</b>			
Payroll and Employee Related Costs	(93)	(164)	(71)
Occupancy Costs	(505)	(234)	271
Operating Expenses, Corporate, and Other	(401)	(102)	299
Sales Taxes	-	(29)	(29)
Intercompany	-	-	-
<b>Total Operating Disbursements</b>	<b>(999)</b>	<b>(529)</b>	<b>470</b>
<b>Cash Flow From Operations</b>	<b>(999)</b>	<b>(407)</b>	<b>591</b>
Professional Fees	(1,789)	(1,745)	44
Liquidation Costs	(725)	(717)	8
<b>Total Non-Operating Disbursements</b>	<b>(2,513)</b>	<b>(2,461)</b>	<b>52</b>
<b>Net Cash Inflows / (Outflows)</b>	<b>(3,512)</b>	<b>(2,869)</b>	<b>643</b>
<b>Cash</b>			
Beginning Balance	11,505	11,505	-
Net Cash Inflows / (Outflows)	(3,512)	(2,869)	643
Canadian Transfer Funds	-	-	-
<b>Ending Balance</b>	<b>7,993</b>	<b>8,637</b>	<b>643</b>

28. Explanations for the significant variances in actual receipts and disbursements as compared to the Fourth Cash Flow Forecast are as follows:

- i. Operating Receipts from sale proceeds were approximately \$0.1 million compared to a forecast amount of \$nil due to the sale of residual inventory held by a third-party on-line retailer. All inventory held by this retailer has now been sold or abandoned, and no further sales are expected.
- ii. Payroll and Employee Related Costs were approximately \$0.1 million higher than forecast as a result of additional payments made by the Payless

Canada Entities pertaining to prior periods that were identified by the Payless Canada Entities as part of their final Canada payroll reconciliations and internal audits.

- iii. Total Operating Disbursements were approximately \$0.5 million compared to a forecast amount of approximately \$1.0 million, which resulted in a positive variance of approximately \$0.5 million. Occupancy costs and operating expenses were lower than forecast during the period; however, a portion of the variance pertains to forecast timing differences and are expected to reverse in future forecast periods as invoices are received and settled for post-filing goods and services rendered to the Payless Canada Entities.
- iv. Total Non-Operating Disbursements, including professional fees and liquidation costs, were approximately \$2.5 million and were consistent with the forecast amount for the period.

**G. REVISED CASH FLOW FORECAST FOR THE 16-WEEK PERIOD ENDING DECEMBER 20, 2019**

29. The Payless Canada Entities have reviewed and updated their cash flow forecast for the 16-week period ending December 20, 2019. The Fifth Cash Flow Forecast is attached hereto as Appendix "A", and is summarized below:

Payless Canada Entities Cash Flow Forecast Summary	Total CAD \$000s
Operating Receipts	-
Operating Disbursements	(159)
<b>Cash Flow From Operations</b>	<b>(159)</b>
<i>Non-Operating Disbursements</i>	
Professional Fees	(1,560)
<b>Total Non-Operating Disbursements</b>	<b>(1,560)</b>
<b>Net Cash Inflows/ (Outflows)</b>	<b>(1,719)</b>
<b>Cash</b>	
Beginning Cash Balance	8,637
Net Cash Inflows/ (Outflows)	(1,719)
Canadian Excess Proceeds	-
<b>Ending Cash Balance</b>	<b>6,918</b>

30. The Fifth Cash Flow Forecast shows \$nil Operating Receipts, Operating Disbursements of approximately \$0.2 million, Non-Operating Disbursements of approximately \$1.6 million and Net Cash Outflows of approximately \$1.7 million for the 16-week period ending December 20, 2019.
31. Operating Disbursements of approximately \$0.2 million pertain to timing differences noted above and carried forward from the previous operating period, which are expected to be paid during the forecast period.
32. Professional fees of approximately \$1.6 million are forecast to be incurred, and contemplate estimated costs associated with the negotiation, finalization, and implementation of the CCAA Plan, in addition to the on-going wind-down of the Payless Canada Entities.

#### **H. THE CCAA PLAN**

33. The Payless Canada Entities are working with Monitor, the lenders under the Term Loan Credit Facility (the "**Term Loan Lenders**") and other stakeholders of the Payless Canada Entities in an effort to develop the CCAA Plan in order to implement a cost-effective means of making distributions to unsecured creditors of the Payless Canada Entities.
34. The Monitor understands that the Payless Canada Entities expect to file a supplemental affidavit attaching the CCAA Plan and providing additional information in advance of the September 17 Motion (the "**Supplemental Affidavit**"). The Monitor similarly intends to file a supplemental report to summarize and comment on the proposed CCAA Plan (the "**Supplemental Report**").
35. At this time, the Monitor understands that it is anticipated that the Term Loan Lenders will be unaffected creditors under the CCAA Plan.
36. As described above and in the U.S. Plan, it is anticipated that the CCAA Plan will provide for a distribution of the Canadian GUC Amount to unsecured creditors of the Payless Canada Entities. The Canadian GUC Amount is expected to represent a good faith effort by the Payless Canada Entities and the CRO, with input from the Monitor, to provide

Canadian unsecured creditors with a recovery similar to that available to U.S. unsecured creditors under the U.S. Plan.

37. The Monitor understands that certain reserves are anticipated as part of the CCAA Plan, however, the nature and quantum of these reserves are still under negotiation. The Monitor also understands that the CCAA Plan will contain broad releases in favor of certain parties and that, among other things, the CCAA Plan will be conditional upon the U.S. Plan becoming effective.
38. The Monitor cannot make any recommendations in respect of the CCAA Plan until it is finalized. The Monitor intends to provide its recommendations in respect of the CCAA Plan in the Supplemental Report.

#### **I. MEETINGS ORDER**

39. The Payless Canada Entities are seeking an order authorizing them to call and conduct the Creditors' Meetings on October 23, 2019 for the purpose of voting on a resolution to approve the CCAA Plan (the "**Meetings Order**").
40. The proposed terms relating to the Creditors Meetings are described in greater detail in the Frankum Affidavit and include, *inter alia*:
  - (a) there will be two (2) classes of creditors entitled to vote on the CCAA Plan: (i) the General Unsecured Creditors and (ii) the Landlords;
  - (b) the Monitor or another representative of the Monitor will preside as the chair of the Creditors' Meetings and may appoint one or more scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at the Creditors' Meetings;
  - (c) the CCAA Plan will be deemed to be accepted by the Required Majority in each class of Affected Creditors if the CCAA Plan is approved by the Affected Creditors present in person or represented by proxy at the respective Creditors' Meeting pursuant to section 6 of the CCAA; and

- (d) any vote conducted at a Creditors' Meeting shall be binding upon all Affected Creditors of that class, whether or not any such Affected Creditor was present or voted at the meeting.
41. The Claims Procedure Order provides that any further Claims determination procedures are to be subject to an Order of this Court. As such, the Meetings Order contains reconciliation procedures to supplement those contained in the Claims Procedure Order so as to allow the Payless Canada Entities to make distributions to creditors. These additional procedures were included in the Meetings Order with the intention of creating efficiencies and streamlining the process to minimize the professional costs of reviewing the Claims given the expected limited recoveries for Canadian unsecured creditors.
42. The proposed Meetings Order also sets out the notice procedures for the calling of the Creditors' Meetings and, if the classes of Affected Creditors approve the CCAA Plan at the respective Creditors' Meeting, the notice procedure for a motion seeking the entry of the Sanction Order (the "**Sanction Motion**").
43. Pursuant to the Meetings Order, the Payless Canada Entities, with the assistance of the Monitor, propose to prepare an information package (the "**Information Package**") consisting of:
- (a) the form of notice of the Creditors' Meetings and hearing for approval of the Sanction Motion (the "**Notice of Creditors' Meetings and Sanction Motion**");
  - (b) the form of proxy for the General Unsecured Creditor and Landlords;
  - (c) the Meetings Order;
  - (d) the Supplemental Report;
  - (e) the CCAA Plan;
  - (f) the Information Memorandum; and
  - (g) the U.S. Disclosure Statement.

44. The Monitor is of the view that, subject to the CCAA Plan being finalized, the information contained in the Information Package is fair and reasonable and will provide Eligible Voting Creditors (as defined in the Meetings Order) with the information required to make an informed decision in respect of whether to vote for or against the CCAA Plan.
45. It is intended that as soon as practicable after the granting of the Meetings Order, a copy of the Meetings Order and the Information Package will be posted to the Monitor's Website and sent to each Eligible Voting Creditor.
46. The Meetings Order provides a mechanism through which the Monitor will distribute copies of the Information Package to the members of each class of Affected Creditors. The Monitor will cause the Notice of Creditors' Meetings and Sanction Motion to be published for a period of two (2) Business Days in *The Globe and Mail (National Edition)* and *La Presse* on or before October 1, 2019 (the "**Newspaper Publications**").
47. Service of the Meetings Order, the delivery of the Information Package, the Newspaper Publications and the posting of the Meetings Order on the Monitor's Website are intended to provide good and sufficient notice of the Sanction Motion upon all persons who may be entitled to receive such notice. The Monitor believes that the service and notice to be provided is adequate.
48. The Monitor will, no later than three (3) Business Days prior to the Creditors' Meetings, file with the Court a report regarding the CCAA Plan, including its recommendation to Affected Creditors with respect thereto. The Monitor will also provide a report to the Court as soon as practicable after the Creditors' Meetings detailing:
  - (a) the results of voting on the CCAA Plan at each of the Creditors' Meetings;
  - (b) whether the Required Majority of each class of Affected Creditors has approved the CCAA Plan;
  - (c) the separate tabulation of votes cast by Eligible Voting Creditors holding Disputed Voting Claims; and

(d) in the Monitor's discretion, any other matter relating to the Payless Canada Entities' motion seeking sanction of the CCAA Plan.

49. If the CCAA Plan has been accepted by the Required Majority in each class of Affected Creditors, the proposed Meetings Order authorizes the Payless Canada Entities to seek Court approval of the CCAA Plan and the entry of the Sanction Order at the Sanction Motion. The Meetings Order provides a mechanism and timeline for any person wishing to oppose the Sanction Motion to do so.
50. The Monitor understands that, should the CCAA Plan be approved by the Required Majority in each class of Affected Creditors, the Payless Canada Entities propose to have the Sanction Motion on October 29, 2019.

#### **J. THE THIRD STAY EXTENSION AND LIFTING OF STAY OF PROCEEDINGS**

51. As noted above, the Stay of Proceedings currently expires on September 20, 2019.
52. In addition to the Meetings Order, the Payless Canada Entities are seeking a further Order (the "**Third Stay Extension Order**") which, *inter alia*: (i) would extend the Stay of Proceedings up to and including December 20, 2019 (the "**Third Stay Extension**") providing them with additional time to, among other things, hold the Creditors' Meetings and attempt to implement the CCAA Plan; and (ii) lift the Stay of Proceedings, to the extent necessary, to allow the Payless Canada Entities to apply to the U.S. Bankruptcy Court to dismiss the Payless Canada Entities' U.S. Proceedings (the "**Lift Stay Relief**").
53. The Monitor believes that the Payless Canada Entities have acted and continue to act in good faith and with due diligence to maximize value for their stakeholders. The Monitor believes that circumstances exist that make the Third Stay Extension and the Lift Stay Relief is appropriate.
54. Based on the information provided to the Monitor, pursuant to the Fifth Cash Flow Forecast, the Monitor is of the view that the Payless Canada Entities have sufficient cash-on-hand to fund remaining activities in the CCAA proceedings throughout the proposed Third Stay Extension.

55. The Monitor believes that, based on the information currently made available to it, that the creditors and other stakeholders of the Payless Canada Entities would not be materially prejudiced by the Lift Stay Relief or by an extension of the Stay of Proceedings up to and including December 20, 2019.
56. Accordingly, the Monitor supports the Payless Canada Entities' relief sought in connection with the Third Stay Extension Order.

**K. THE ACTIVITIES OF THE MONITOR AND THE FEES OF THE MONITOR AND ITS COUNSEL**

57. The Third Stay Extension Order also seeks Court approval of the Fifth Report and the actions, conduct, activities, fees and disbursements of the Monitor and its counsel.
58. The Monitor respectfully submits that the activities undertaken to date in the CCAA Proceedings have been carried out in good faith and in accordance with the provisions of the orders issued therein and should therefore be approved.
59. Pursuant to paragraphs 42 and 43 of the Initial Order, the Monitor and its counsel are to: (i) be paid their reasonable fees and disbursements, in each case at their standard rates and charges, whether incurred prior to or subsequent to the date of the Initial Order, by the Payless Canada Entities as part of the costs of the CCAA Proceedings; and (ii) pass their accounts form time-to-time before this Court.
60. Throughout the course of the CCAA Proceedings, the fees and disbursements of the Monitor and counsel to the Monitor have been paid from time-to-time. The Monitor and counsel to the Monitor have maintained detailed records of their time and disbursements as they relate to the CCAA Proceedings.
61. The Affidavit of Paul Bishop sworn September 12, 2019 (the "**Bishop Affidavit**"), which is attached as Appendix "B", includes, at Exhibit "B" thereto, copies of the invoices rendered by the Monitor in respect of these CCAA Proceedings that have been redacted to protect certain privileged information. For the period from May 20, 2019 to August 31, 2019, the Monitor's accounts total \$404,994.50 in fees, \$29,637.00 in expenses and

disbursements and \$56,502.12 in HST for a total amount of \$491,133.67. At Exhibit "C" to the Bishop Affidavit, there is a summary of the personnel, hours and hourly rates charged by the Monitor in respect of these CCAA Proceedings.

62. The Affidavit of Sean H. Zweig sworn September 12, 2019 (the "**Zweig Affidavit**", and together with the Bishop Affidavit, the "**Fee Affidavits**"), which is attached as Appendix "C", includes, at Exhibit "B" thereto, copies of the invoices rendered by counsel to the Monitor in respect of these CCAA Proceedings that have been redacted to protect certain privileged information. For the period from May 18, 2019 to August 31, 2019, counsel to the Monitor's accounts total \$222,701.50 in fees, \$2,779.00 in expenses and disbursements and \$29,312.46 in HST for a total amount of \$254,792.85. At Exhibit "C" to the Zweig Affidavit, there is a summary of the personnel, hours and hourly rates charged by counsel to the Monitor in respect of these CCAA Proceedings.
63. The Monitor has played, and continues to play, a significant role in the CCAA Proceedings. During the relevant period, the activities of the Monitor have included:
  - (a) engaging with Management, Ankura, the Consultant and Malfitano Advisors on various matters in the CCAA Proceedings, and to the degree appropriate, the U.S. Proceedings;
  - (b) working with the Payless Canada Entities and Ankura in the development of the various cash flow forecasts for the Payless Canada Entities;
  - (c) monitoring the Payless Canada Entities' receipts and disbursements and assisting the Payless Canada Entities' with cash management;
  - (d) communicating with various creditors and other stakeholder of the Payless Canada Entities' to keep them apprised of the CCAA Proceedings;
  - (e) working cooperatively with the Payless Canada Entities to develop and administer the Claims Process; and
  - (f) working with the Payless Canada Entities and other stakeholders to develop the Meetings Order and the CCAA Plan.

64. The Monitor submits that the fees and disbursements incurred by the Monitor and counsel to the Monitor, as more particularly described in the Fee Affidavits, are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in respect of these CCAA Proceedings. The Monitor respectfully requests the approval of the fees and disbursements of the Monitor and counsel to the Monitor as set out in the Fee Affidavits.

**L. CONCLUSION**

65. For the reasons stated in the Fifth Report, subject to the CCAA Plan being finalized, the Monitor supports the relief sought by the Payless Canada Entities in connection with the September 17 Motion.

The Monitor respectfully submits to the Court this, its Fifth Report.

Dated this 12<sup>th</sup> day of September, 2019.

FTI Consulting Canada Inc.,  
solely in its capacity as Monitor of Payless ShoeSource Canada Inc.,  
Payless ShoeSource Canada GP Inc. and Payless ShoeSource Canada LP,  
and not in its personal capacity



---

Greg Watson  
Senior Managing Director



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Paul Bishop  
Senior Managing Director

**APPENDIX "A"**

**[ATTACHED]**

Payless Canada  
 CCAA Cash Flow Forecast  
 (\$CAD in 000's)

Week Ending	6-Sep-19	13-Sep-19	20-Sep-19	27-Sep-19	4-Oct-19	11-Oct-19	18-Oct-19	25-Oct-19	1-Nov-19	8-Nov-19	15-Nov-19	22-Nov-19	29-Nov-19	6-Dec-19	13-Dec-19	20-Dec-19	Total
CCAA Filing Week	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	
<b>Receipts</b>																	
Trade Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Receipts</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Operating Disbursements</b>																	
Payroll and Employee Related Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Occupancy Costs [2]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(126)	(126)
Operating Expenses, Corporate, and Other [3]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(33)	(33)
<b>Total Operating Disbursements</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(159)	(159)
<b>Net Operating Cash Inflows / (Outflows)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(159)	(159)
Professional Fees [4]	(74)	(74)	(74)	(185)	(185)	(158)	(158)	(158)	(158)	(48)	(48)	(48)	(48)	(48)	(48)	(48)	(1,560)
Liquidation Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Net Cash Inflows / (Outflows)</b>	<b>(74)</b>	<b>(74)</b>	<b>(74)</b>	<b>(185)</b>	<b>(185)</b>	<b>(158)</b>	<b>(158)</b>	<b>(158)</b>	<b>(158)</b>	<b>(48)</b>	<b>(48)</b>	<b>(48)</b>	<b>(48)</b>	<b>(48)</b>	<b>(48)</b>	<b>(207)</b>	<b>(1,719)</b>
<b>Cash</b>																	
Beginning Balance	8,637	8,563	8,489	8,415	8,230	8,045	7,887	7,729	7,571	7,413	7,365	7,317	7,269	7,221	7,173	7,125	8,637
Net Cash Inflows / (Outflows)	(74)	(74)	(74)	(185)	(185)	(158)	(158)	(158)	(158)	(48)	(48)	(48)	(48)	(48)	(48)	(207)	(1,719)
Canadian Excess Proceeds/Canadian Transfer Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Ending Balance</b>	<b>8,563</b>	<b>8,489</b>	<b>8,415</b>	<b>8,230</b>	<b>8,045</b>	<b>7,887</b>	<b>7,729</b>	<b>7,571</b>	<b>7,413</b>	<b>7,365</b>	<b>7,317</b>	<b>7,269</b>	<b>7,221</b>	<b>7,173</b>	<b>7,125</b>	<b>6,918</b>	<b>6,918</b>

**Notes:**

[1] The purpose of this cash flow forecast is to estimate the liquidity requirements of the Payless Canada Entities during the forecast period.

[2] Forecast Occupancy Costs includes payment to landlords, common-area maintenance costs, utility providers, and property taxes.

[3] Forecast Operating Expenses include store level expenses, IT costs, and directors' and officers' insurance.

[4] Forecast Professional Fees include legal, monitor, chief restructuring officer, and real estate appraiser fees associated with the CCAA proceedings and are based on estimates provided by the advisors.

**APPENDIX "B"**

**[ATTACHED]**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
PAYLESS SHOESOURCE CANADA INC. AND PAYLESS SHOESOURCE CANADA  
GP INC.**

(the "Applicants")

**AFFIDAVIT OF PAUL BISHOP  
(sworn September 12, 2019)**

I, **PAUL BISHOP**, of the City of Toronto, in the Province of Ontario, **MAKE OATH  
AND SAY AS FOLLOWS:**

1. I am a Senior Managing Director with FTI Consulting Canada Inc., which was appointed as the monitor (the "**Monitor**") in these proceedings and as such have knowledge of the matters hereinafter deposed. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. I make this affidavit in support of a motion by the Applicants for, among other things, approval of the fees and expenses of the Monitor and its counsel.

3. Attached hereto as Exhibit "A" are true copies of the invoices prepared by the Monitor for the fees and expenses incurred by the Monitor in connection with these proceedings for the period between May 20, 2019 and August 31, 2019. The invoices have been redacted to address matters of confidentiality or privilege. I confirm that these invoices accurately reflect the services provided by the Monitor in this matter for this period and the fees and expenses claimed by it for the period.

4. Attached hereto as Exhibit "B" is a schedule listing the fees, expenses, HST and total fees charged for each invoice in Exhibit "A".

5. Attached hereto as Exhibit "C" is a schedule summarizing the billing rates and total amounts billed with respect to each representative of the Monitor that rendered services in connection with these proceedings and the blended rate for the period between May 20, 2019 and August 31, 2019.

6. To the best of my knowledge, the rates charged by the Monitor throughout the course of these proceedings are comparable to the rates charged by other firms in the Toronto market for the provision of similar services.

7. The hours spent on this matter involved monitoring the Applicants and addressing issues related to these proceedings (as more particularly described in the Monitor's reports and the

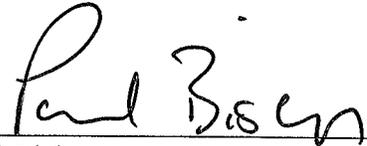
invoices attached in Exhibit "A") and I believe that the total hours incurred by the Monitor are reasonable and appropriate in the circumstances.

8. The Monitor requests that the Court approve its invoices for the period between May 20, 2019 and August 31, 2019, for fees in the amounts of \$404,994.50, expenses of \$29,637.00 and HST of \$56,502.12.

SWORN before me at the City of Toronto, )  
in the Province of Ontario, )  
this 12<sup>th</sup> day of September, 2019 )



\_\_\_\_\_  
A Commissioner, etc.  
Aiden Nelms



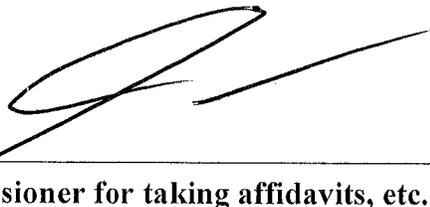
\_\_\_\_\_  
Paul Bishop

THIS IS EXHIBIT "A" REFERRED TO IN THE

AFFIDAVIT OF PAUL BISHOP

SWORN

THE 12<sup>th</sup> DAY OF SEPTEMBER 2019



---

A Commissioner for taking affidavits, etc.

Aiden Nams



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

May 29, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003708

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through May 26, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads 'Paul Bishop'.

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

May 29, 2019  
FTI Invoice No. 29003708  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 26, 2019

---

	<i>CAD (\$)</i>
Professional Services.....	\$33,450.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$33,450.50
HST Registration No. 835718024RT0001 .....	\$4,348.57
Total Amount Due this Period.....	\$37,799.07
Previous Balance Due.....	\$45,402.29
<b>Total Amount Due.....</b>	<b><u>\$83,201.36</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

May 29, 2019  
FTI Invoice No. 29003708  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 26, 2019

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Gregory Watson	Senior Managing Director	\$990.00	2.0	\$1,980.00
Paul Bishop	Senior Managing Director	\$990.00	2.6	\$2,574.00
James Robinson	Managing Director	\$810.00	13.5	\$10,935.00
Michael Basso	Senior Director	\$725.00	1.5	\$1,087.50
Ellen Dong	Director	\$685.00	22.9	\$15,686.50
Elizabeth Pearson	Senior Consultant	\$475.00	2.5	\$1,187.50
<b>Total Hours and Fees</b>			<b>45.0</b>	<b>\$33,450.50</b>

HST Registration No. 835718024RT0001 \$4,348.57

**Invoice Total for Current Period** **\$37,799.07**

Payless Holdings - CCAA  
466952.0002 - May 26, 2019

Date	TK#	Name	Hours	Amount	Narrative
05/23/19	20840	Elizabeth Pearson	1.50	\$ 712.50	Responding to inquiries from vendors, claimants and employees on the hotline
05/21/19	20840	Elizabeth Pearson	1.00	\$ 475.00	Correspondence with a number of stakeholders; review of new claims received via mail
05/24/19	17571	Ellen Dong	1.50	\$ 1,027.50	Monitor hotline responses.
05/23/19	17571	Ellen Dong	7.40	\$ 5,069.00	Update of claims register for proof of claim and notices of disputes received. Correspondence re: same. Review of the [REDACTED] [REDACTED] re: same. Update cash flow forecast. Draft sections for 4th report.
05/21/19	17571	Ellen Dong	7.20	\$ 4,932.00	Monitor hotline responses. Updates to claim register for proof of claims and notice of disputes received.
05/22/19	17571	Ellen Dong	6.80	\$ 4,658.00	Claims inquiry investigation [REDACTED]. Update of claims register for proof of claim and notices of disputes received. Review of the variance reporting and correspondence re: same.
05/22/19	14798	Gregory Watson	1.00	\$ 990.00	Correspondence and calls.
05/24/19	14798	Gregory Watson	1.00	\$ 990.00	Correspondence and calls.
05/21/19	23261	James Robinson	3.50	\$ 2,835.00	CBSA call regarding [REDACTED]; report planning; correspondence with Ankura; on-going discussions regarding pending matters with CBB/BJ/Ankura/internal;
05/24/19	23261	James Robinson	4.50	\$ 3,645.00	Circulate updated CF and comments; correspondence regarding CRA status and marker claim submitted; review and comment on draft affidavit and court order; disclaimer review and finalization; report preparation; on-going discussions and correspondence with CBB/BJ/Ankura/Internal regarding pending matters;
05/22/19	23261	James Robinson	5.50	\$ 4,455.00	Review budget to actual analysis; review draft cash flow forecast and provide comments; report planning; claims process matters and discussions regarding proof of claims received and NOD's received; discussions with ED regarding report exhibits and sections; landlord matters; on-going discussions and correspondence with CBB/BJ/Ankura/Internal regarding pending matters;
05/22/19	23240	Michael Basso	1.00	\$ 725.00	Correspondence re: payments. Correspondence re: percentage rent.
05/21/19	23240	Michael Basso	0.50	\$ 362.50	Correspondence re: payments. Meeting re: landlord claim calcs/status update.
05/23/19	14800	Paul Bishop	1.70	\$ 1,683.00	Update with JR re cashflow and general status call with CBB and BJ's review of filing materials
05/24/19	14800	Paul Bishop	0.90	\$ 891.00	Review of affidavit and order,
<b>GRAND TOTAL</b>			<b>45.00</b>	<b>\$ 33,450.50</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

May 31, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003710

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through May 31, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads "Paul Bishop".

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

May 31, 2019  
FTI Invoice No. 29003710  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2019

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	<i>CAD (\$)</i>
Professional Services.....	\$51,792.50
Expenses.....	<u>\$42.12</u>
Total Fees and Expenses.....	\$51,834.62
HST Registration No. 835718024RT0001 .....	\$6,738.50
Total Amount Due this Period.....	\$58,573.12
Previous Balance Due.....	<u>\$37,799.07</u>
<b>Total Amount Due.....</b>	<b><u>\$96,372.19</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

May 31, 2019  
FTI Invoice No. 29003710  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2019

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Gregory Watson	Senior Managing Director	\$990.00	3.0	\$2,970.00
Paul Bishop	Senior Managing Director	\$990.00	4.2	\$4,158.00
James Robinson	Managing Director	\$810.00	27.3	\$22,113.00
Michael Basso	Senior Director	\$725.00	7.8	\$5,655.00
Ellen Dong	Director	\$685.00	16.9	\$11,576.50
Elizabeth Pearson	Senior Consultant	\$475.00	11.0	\$5,225.00
Dilawar Azhar	Senior Consultant	\$475.00	0.2	\$95.00
<b>Total Hours and Fees</b>			<b>70.4</b>	<b>\$51,792.50</b>
Mileage				\$42.12
<b>Total Expenses</b>				<b>\$42.12</b>
HST Registration No. 835718024RT0001				\$6,738.50
<b>Invoice Total for Current Period</b>				<b>\$58,573.12</b>

Payless Holdings - CCAA  
466952.0002 - May 31, 2019

Date	TK#	Name	Hours	Amount	Narrative
05/29/19	27555	Dilawar Azhar	0.20	\$ 95.00	Website update
05/27/19	20840	Elizabeth Pearson	1.50	\$ 712.50	Correspondence with creditors and former employees; update of claims register
05/31/19	20840	Elizabeth Pearson	1.50	\$ 712.50	Correspondence with a number of creditors re their claims; update of claims register
05/29/19	20840	Elizabeth Pearson	3.00	\$ 1,425.00	Significant correspondence with creditors on the hotline, including calls with vendors with outstanding post-filing invoices, employees with questions regarding their claim statements and creditors filing proofs of claim and notices of dispute; review and filing of [REDACTED]
05/28/19	20840	Elizabeth Pearson	1.50	\$ 712.50	Correspondence with creditors; receipt of claims and update of tracker re same
05/30/19	20840	Elizabeth Pearson	3.50	\$ 1,662.50	Receipt of a number of claims via mail; processing and logging of same; a number of follow ups re same
05/29/19	17571	Ellen Dong	3.20	\$ 2,192.00	Review of claims register and updates. Monitor hotline responses.
05/28/19	17571	Ellen Dong	4.50	\$ 3,082.50	Finalization of the fee affidavit and consolidation. 4th Report finalization. Monitor hotline responses.
05/27/19	17571	Ellen Dong	8.00	\$ 5,480.00	Preparation of fee affidavit. Review and updates to the 4th report. Review and finalization of the claims register for the week ending 5/24/2019.
05/30/19	17571	Ellen Dong	1.20	\$ 822.00	Review of claims register for post filing claims and administration of claims.
05/29/19	14798	Gregory Watson	1.00	\$ 990.00	Review of Court Report and correspondence.
05/28/19	14798	Gregory Watson	1.00	\$ 990.00	Review of Court Report.
05/27/19	14798	Gregory Watson	1.00	\$ 990.00	Correspondence and calls.
05/26/19	23261	James Robinson	2.80	\$ 2,268.00	Sourcing information for Bishop affidavit and correspond with BJ regarding same; report preparation and support for cash flow commentary and variance analysis;
05/27/19	23261	James Robinson	1.50	\$ 1,215.00	Bishop affidavit and review affidavit schedules and tie out support; Review draft company affidavit and order; fee affidavit preparation; Fourth report preparation and review including exhibits and tables; on-going review of
05/27/19	23261	James Robinson	6.50	\$ 5,265.00	Fourth Report; calls/correspondence with BJ/CBB/Internal/Ankura regarding pending matters; call regarding company materials; claims register review and discussions;
05/30/19	23261	James Robinson	4.50	\$ 3,645.00	Call with CBB regarding pending matters; attend advisor status update call; claims procedures matters; employee claim statement matters and discussions; post-filing disbursements and reconciliations;
05/28/19	23261	James Robinson	6.50	\$ 5,265.00	Review of second draft of report and additional sections; company affidavit language and discussions regarding same; fee affidavit review; correspondence with Ankura and CBB regarding Fourth Report; on-going review and drafting of the Fourth Report; claims process section updates and discussions;
05/29/19	23261	James Robinson	5.50	\$ 4,455.00	Finalize report including review of comments received, final comments and edits, discussions with various parties, final tie out of numbers; various claims procedure matters; review of certain claims received; respond to CBB questions regarding pending matters and related correspondence; Ankura correspondence and discussions; [REDACTED]
05/29/19	23240	Michael Basso	3.60	\$ 2,610.00	Correspondence re: employee Claims.Review and correspondence of [REDACTED].Meeting re: 4th Report.Correspondence [REDACTED].Meetings and correspondence re: amended claim statements.
05/28/19	23240	Michael Basso	2.30	\$ 1,667.50	Review and Correspondence re: draft 4th Report.Meetings and analysis re: CPO, update to Report on same.Correspondence re: daily cash reporting.Meetings and Correspondence re: cash balance reporting.Correspondence re: prof fees and website updated
05/30/19	23240	Michael Basso	1.20	\$ 870.00	Correspondence re: payments.Meeting re: CPO review of same.Meeting re: percentage rent.
05/27/19	23240	Michael Basso	0.70	\$ 507.50	Meeting re: status. Meeting with former employee re: Notice of Dispute.Meeting re: hotline account status/process.
05/30/19	14800	Paul Bishop	1.10	\$ 1,089.00	Review of cashflow
05/29/19	14800	Paul Bishop	1.90	\$ 1,881.00	Review report, finalize same. Review of court materials
05/27/19	14800	Paul Bishop	1.20	\$ 1,188.00	Review of draft docs and draft court report
<b>GRAND TOTAL</b>			<b>70.40</b>	<b>\$ 51,792.50</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

June 11, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003737

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through June 9, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads 'Paul Bishop' in a cursive script.

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

June 11, 2019  
FTI Invoice No. 29003737  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 9, 2019

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	<i>CAD (\$)</i>
Professional Services.....	\$51,923.50
Expenses.....	<u>\$17,518.99</u>
Total Fees and Expenses.....	\$69,442.49
HST Registration No. 835718024RT0001 .....	\$9,027.52
Total Amount Due this Period.....	\$78,470.01
<b>Total Amount Due.....</b>	<b><u>\$78,470.01</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

June 11, 2019  
FTI Invoice No. 29003737  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 9, 2019

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Gregory Watson	Senior Managing Director	\$990.00	1.0	\$990.00
Paul Bishop	Senior Managing Director	\$990.00	3.0	\$2,970.00
James Robinson	Managing Director	\$810.00	20.3	\$16,443.00
Michael Basso	Senior Director	\$725.00	8.0	\$5,800.00
Ellen Dong	Director	\$685.00	20.5	\$14,042.50
Elizabeth Pearson	Senior Consultant	\$475.00	24.5	\$11,637.50
Kathleen Foster	Administrative Professional	\$135.00	0.3	\$40.50
<b>Total Hours and Fees</b>			<b>77.6</b>	<b>\$51,923.50</b>
Other/Miscellaneous				\$17,518.99
<b>Total Expenses</b>				<b>\$17,518.99</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$9,027.52</b>
<b>Invoice Total for Current Period</b>				<b>\$78,470.01</b>

Payless Holdings - CCAA  
466952.0002 - June 9, 2019

Date	TK#	Name	Hours	Amount	Narrative
06/06/19	20840	Elizabeth Pearson	5.50	\$ 2,612.50	Receipt and processing of a number of proofs of claim and notices of dispute; update of tracker re same; correspondence with creditors re same; prep for mailout of amended employee claim statements and receipt of materials re same
06/05/19	20840	Elizabeth Pearson	4.50	\$ 2,137.50	Receipt and processing of a number of claims; correspondence with claimants [REDACTED]; responding to calls and emails on the hotline re claims
06/09/19	20840	Elizabeth Pearson	3.00	\$ 1,425.00	Processing of claims received by bar date
06/04/19	20840	Elizabeth Pearson	2.00	\$ 950.00	Receipt of claims and update of tracker re same; correspondence with employees and claimants re same
06/03/19	20840	Elizabeth Pearson	3.00	\$ 1,425.00	Finalisation of claims report for previous week; correspondence with creditors re submission of claims; receipt and processing of new claims
06/07/19	20840	Elizabeth Pearson	6.50	\$ 3,087.50	Receipt and processing of a number of claims; updating claims register; correspondence with team re same; responding to inquiries on the hotline re claims and bar date; prep and issuance of a number of amended employee claim statements
06/03/19	17571	Ellen Dong	3.10	\$ 2,123.50	Review of the claim register and supporting documents. Correspondence re: same.
06/05/19	17571	Ellen Dong	2.50	\$ 1,712.50	Review of the claim register and supporting documents. Correspondence re: post filing claims.
06/06/19	17571	Ellen Dong	6.80	\$ 4,658.00	Review of the claim register and supporting documents. Correspondence re: [REDACTED] Response to Monitor hotline inquiries.Preparation of mail merge for amended employee claim statements.
06/08/19	17571	Ellen Dong	4.20	\$ 2,877.00	Review of the claim register and supporting documents. Correspondence re: same.
06/09/19	17571	Ellen Dong	3.90	\$ 2,671.50	Review of the claim register and supporting documents. Correspondence re: same.
06/03/19	14798	Gregory Watson	1.00	\$ 990.00	Correspondence and calls.
06/07/19	23261	James Robinson	4.00	\$ 3,240.00	Wind-down planning considerations including [REDACTED]; employee mailing coordination and oversight; correspond with Ankura regarding pending matters; claims process matters; respond to stakeholder inquiries;
06/04/19	23261	James Robinson	3.20	\$ 2,592.00	Prepare for and attend Court hearing for requested relief; discussions with company regarding employee claim statement amounts and amended statements to be prepared; website review and coordination; claims procedure matters and review of correspondence received; review [REDACTED] and calls/correspondence with BJ and team regarding same; daily disbursements; [REDACTED] and considerations;
06/06/19	23261	James Robinson	4.20	\$ 3,402.00	Draft status update to advisor team; calls/correspondence with BJ/CBB regarding amended employee claim statements; review of multiple drafts of amended employee claim statement and cover letter; daily disbursements; [REDACTED] and correspondence received; finalize employee mailing templates;
06/05/19	23261	James Robinson	3.20	\$ 2,592.00	Review of variance analysis for prior week, including supporting data and daily disbursements; claims procedure matters and review of correspondence received; post-filing payments review; utilities vendor payments and review of cutoff procedures; daily disbursements; employee mailing process and materials;
06/01/19	23261	James Robinson	1.50	\$ 1,215.00	Review declaration and comments received from BJ, and draft comments regarding same; additional email correspondence regarding same;
06/03/19	23261	James Robinson	4.20	\$ 3,402.00	Preparation for Court Call attendance, and correspondence regarding same; respond to stakeholder inquiries; claims process review of register and correspondence received; review post-filing amounts claimed by vendors; call regarding declaration and information contained.
06/04/19	24354	Kathleen Foster	0.30	\$ 40.50	Website updates performed for FTI Case Sites for Payless Canada. Requested by Dilawar Azhar.
06/06/19	23240	Michael Basso	2.80	\$ 2,030.00	Correspondence re: Amended Claim Statement. Correspondence re: payment request. Correspondence re: Mail Merge. Correspondence re: WSIB. Correspondence re: payment request. Meetings and correspondence re: amended claim statement. Meetings and correspondence re: amended claim statement. Meeting re: mail merge.
06/03/19	23240	Michael Basso	0.30	\$ 217.50	Correspondence re: payment request. Meeting re: status.

Payless Holdings - CCAA  
 466952.0002 - June 9, 2019

Date	TK#	Name	Hours	Amount	Narrative
06/04/19	23240	Michael Basso	0.80	\$ 580.00	Correspondence re: utilities.Meeting [REDACTED]
06/05/19	23240	Michael Basso	2.40	\$ 1,740.00	Correspondence re: utilites.Payment request.Review Claim Changes and match to addresses.Correspondence re: WSIB.Meetings re: hotline issues. Review [REDACTED]
06/07/19	23240	Michael Basso	1.70	\$ 1,232.50	Meetings and correspondence re: amended claim statement/mail merge. 0.5Meetings and correspondence re: mail merge. 0.2Review of employee amended claim statements, corrspondence on same. 1
06/05/19	14800	Paul Bishop	0.70	\$ 693.00	Review of correspondence
06/03/19	14800	Paul Bishop	0.70	\$ 693.00	Review of correspondence
06/06/19	14800	Paul Bishop	0.80	\$ 792.00	Review of correspondence
06/04/19	14800	Paul Bishop	0.80	\$ 792.00	Review of order, review of correspondence re UCC
<b>GRAND TOTAL</b>			<b>77.60</b>	<b>\$ 51,923.50</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

June 19, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003744

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through June 16, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads 'Paul Bishop'.

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

June 19, 2019  
FTI Invoice No. 29003744  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 16, 2019

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	<i>CAD (\$)</i>
Professional Services.....	\$30,009.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$30,009.00
HST Registration No. 835718024RT0001 .....	\$3,901.17
Total Amount Due this Period.....	\$33,910.17
<b>Total Amount Due.....</b>	<b><u>\$33,910.17</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



## Invoice Summary

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

June 19, 2019  
FTI Invoice No. 29003744  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 16, 2019

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Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$990.00	1.2	\$1,188.00
James Robinson	Managing Director	\$810.00	8.6	\$6,966.00
Michael Basso	Senior Director	\$725.00	0.2	\$145.00
Ellen Dong	Director	\$685.00	31.0	\$21,235.00
Elizabeth Pearson	Senior Consultant	\$475.00	1.0	\$475.00
<b>Total Hours and Fees</b>			<b>42.0</b>	<b>\$30,009.00</b>

HST Registration No. 835718024RT0001 \$3,901.17

**Invoice Total for Current Period** **\$33,910.17**

**Payless Holdings - CCAA**  
**466952.0002 - June 16, 2019**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
06/10/19	20840	Elizabeth Pearson	1.00	\$ 475.00	Responding to several inquiries on the hotline
06/12/19	17571	Ellen Dong	6.80	\$ 4,658.00	Payless claims related updates. Review of claims packages filed under the US proceedings. Monitor hotline responses.
06/14/19	17571	Ellen Dong	0.20	\$ 137.00	Review of disbursement request and approval.
06/13/19	17571	Ellen Dong	8.00	\$ 5,480.00	Payless claims summary update and categorizations. Correspondence re: same. Monitor hotline responses. Review of disbursement requests and approval.
06/10/19	17571	Ellen Dong	8.00	\$ 5,480.00	Payless claims administration and correspondence re: same. Payless monitor hotline responses and discussion of claims related issues. Review of disbursements and approval.
06/11/19	17571	Ellen Dong	8.00	\$ 5,480.00	Follow-up on claim related issues with claimants. Claims register summary and updates. Monitor hotline responses.
06/10/19	23261	James Robinson	2.60	\$ 2,106.00	Review of [REDACTED]; review of claims register; review of claims summary, and discussions with ED regarding same; call with CBB/BJ regarding claims received [REDACTED];
06/11/19	23261	James Robinson	3.20	\$ 2,592.00	Review of [REDACTED] review of US materials provided by CBB and correlate to Canadian claims process mailing to ensure completeness; development of a claims summary with ED and review of same; review of potential contracts to
06/12/19	23261	James Robinson	2.80	\$ 2,268.00	Claims call with CBB and BJ regarding claims stratification; review of summary and prepare for call with ED;
06/14/19	23240	Michael Basso	0.20	\$ 145.00	Various correspondence re: payment requests.
06/10/19	14800	Paul Bishop	1.20	\$ 1,188.00	Call with counsel and review of claims summary
<b>GRAND TOTAL</b>			<b>42.00</b>	<b>\$ 30,009.00</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

June 26, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003747

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through June 23, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads "Paul Bishop".

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

June 26, 2019  
FTI Invoice No. 29003747  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 23, 2019

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	<i>CAD (\$)</i>
Professional Services.....	\$24,189.00
Expenses.....	\$30.30
Total Fees and Expenses.....	\$24,219.30
HST Registration No. 835718024RT0001 .....	\$3,148.51
Total Amount Due this Period.....	\$27,367.81
<b>Total Amount Due.....</b>	<b><u>\$27,367.81</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



## Invoice Summary

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

June 26, 2019  
FTI Invoice No. 29003747  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 23, 2019

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Gregory Watson	Senior Managing Director	\$990.00	1.0	\$990.00
James Robinson	Managing Director	\$810.00	11.8	\$9,558.00
Ellen Dong	Director	\$685.00	19.3	\$13,220.50
Elizabeth Pearson	Senior Consultant	\$475.00	0.7	\$332.50
Dilawar Azhar	Senior Consultant	\$475.00	0.1	\$47.50
Kathleen Foster	Administrative Professional	\$135.00	0.3	\$40.50
<b>Total Hours and Fees</b>			<b>33.2</b>	<b>\$24,189.00</b>
Business Meals				\$30.30
<b>Total Expenses</b>				<b>\$30.30</b>

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HST Registration No. 835718024RT0001 \$3,148.51

**Invoice Total for Current Period** **\$27,367.81**

Payless Holdings - CCAA  
466952.0002 - June 23, 2019

Date	TK#	Name	Hours	Amount	Narrative
06/20/19	27555	Dilawar Azhar	0.10	\$ 47.50	Website update
06/20/19	20840	Elizabeth Pearson	0.70	\$ 332.50	Review of late filed NOD; update of tracker and processing of paperwork; discussion with team re same
06/20/19	17571	Ellen Dong	2.10	\$ 1,438.50	Claims update and clarifying correspondence.
06/19/19	17571	Ellen Dong	1.50	\$ 1,027.50	Review and approval of [REDACTED]. Claims administration. Update of professional fees tracker.
06/17/19	17571	Ellen Dong	8.40	\$ 5,754.00	Payless claims follow-up on missing information. Payless claim register administration and correspondence re: same. Review and approval of disbursements.
06/18/19	17571	Ellen Dong	7.30	\$ 5,000.50	Claim register administration and correspondence re: same. Review and approval of disbursements.
06/19/19	14798	Gregory Watson	1.00	\$ 990.00	Correspondence and calls.
06/21/19	23261	James Robinson	2.90	\$ 2,349.00	Call with BJ regarding pending matters; landlord communications; review [REDACTED] prepare for status call; variance analysis and highlights; consideration of communications for post-bar date claims received;
06/17/19	23261	James Robinson	0.80	\$ 648.00	Review of CAM/Landlord letter and edits proposed by CBB, and correspond with BJ regarding same;
06/19/19	23261	James Robinson	2.30	\$ 1,863.00	Respond to stakeholder inquiries received; update on email and hotline inquiries; review of claims marked as secured by claimant; review of professional fee budget and spend;
06/20/19	23261	James Robinson	3.60	\$ 2,916.00	Advance prep call with CBB regarding pending matters and preparation for Canada advisor call tomorrow; meet with ED and review claims schedule; landlord letter status and distribution; professional fees tracker and forecast; attend to other general file matters; post-filing claims received and other claims procedures matters;
06/18/19	23261	James Robinson	2.20	\$ 1,782.00	Review of updated claims summary register workbook and categorization; review of certain supporting documents provided by claimants to assist with review; discussions and correspondence regarding same;
06/20/19	24354	Kathleen Foster	0.30	\$ 40.50	Website updates performed for FTI Case Sites for Payless Canada. Requested by Dilawar Azhar.
<b>GRAND TOTAL</b>			<b>33.20</b>	<b>\$ 24,189.00</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

June 30, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003757

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through June 30, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in cursive script that reads 'Paul Bishop'.

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

June 30, 2019  
FTI Invoice No. 29003757  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2019

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	<i>CAD (\$)</i>
Professional Services.....	\$10,058.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$10,058.50
HST Registration No. 835718024RT0001 .....	\$1,307.61
Total Amount Due this Period.....	\$11,366.11
Previous Balance Due.....	\$27,367.81
<b>Total Amount Due.....</b>	<b><u>\$38,733.92</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

June 30, 2019  
FTI Invoice No. 29003757  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2019

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Gregory Watson	Senior Managing Director	\$990.00	1.5	\$1,485.00
James Robinson	Managing Director	\$810.00	5.6	\$4,536.00
Michael Basso	Senior Director	\$725.00	0.6	\$435.00
Ellen Dong	Director	\$685.00	5.2	\$3,562.00
Kathleen Foster	Administrative Professional	\$135.00	0.3	\$40.50
<b>Total Hours and Fees</b>			<b>13.2</b>	<b>\$10,058.50</b>

HST Registration No. 835718024RT0001 \$1,307.61

**Invoice Total for Current Period** **\$11,366.11**

**Payless Holdings - CCAA**  
**466952.0002 - June 30, 2019**

Date	TK#	Name	Hours	Amount	Narrative
06/24/19	17571	Ellen Dong	1.50	\$ 1,027.50	Monitor hotline responses.
06/27/19	17571	Ellen Dong	2.50	\$ 1,712.50	Monitor hotline responses. Correspondence re: claim mailings.
06/26/19	17571	Ellen Dong	1.20	\$ 822.00	Response to monitor hotline inquiries.
06/25/19	14798	Gregory Watson	0.50	\$ 495.00	Correspondence and calls.
06/27/19	14798	Gregory Watson	1.00	\$ 990.00	Correspondence and calls.
06/27/19	23261	James Robinson	3.00	\$ 2,430.00	General file matters; attend status call with CBB/BJ; review of updated claims register; daily disbursements; calls with N. Levine at CBB and M. Shakra at BJ regarding pending matters;
06/25/19	23261	James Robinson	0.80	\$ 648.00	Review email from M. Shakra regarding [REDACTED] and consider applicability for payment requested.
06/24/19	23261	James Robinson	1.80	\$ 1,458.00	Address various employee claim outstanding items [REDACTED]; and follow-up correspondence regarding same; review actual transaction data provided by K. Tibbits; respond to other stakeholder inquiries;
06/26/19	24354	Kathleen Foster	0.30	\$ 40.50	Website updates performed for FTI Case Sites for Payless Canada. Requested by Ellen Dong.
06/24/19	23240	Michael Basso	0.20	\$ 145.00	Meeting re status. Correspondence re: payment request and cashflow.
06/27/19	23240	Michael Basso	0.20	\$ 145.00	Review and correspondence [REDACTED].
06/25/19	23240	Michael Basso	0.20	\$ 145.00	Review payment request.
<b>GRAND TOTAL</b>			<b>13.20</b>	<b>\$ 10,058.50</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

July 17, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003775

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through July 14, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads 'Paul Bishop'.

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

July 17, 2019  
FTI Invoice No. 29003775  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 14, 2019

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	<i>CAD (\$)</i>
Professional Services.....	\$32,393.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$32,393.50
HST Registration No. 835718024RT0001 .....	\$4,211.16
Total Amount Due this Period.....	\$36,604.66
<b>Total Amount Due.....</b>	<b><u>\$36,604.66</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

July 17, 2019  
FTI Invoice No. 29003775  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 14, 2019

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Gregory Watson	Senior Managing Director	\$990.00	1.0	\$990.00
Paul Bishop	Senior Managing Director	\$990.00	0.9	\$891.00
James Robinson	Managing Director	\$810.00	22.4	\$18,144.00
Michael Basso	Senior Director	\$725.00	5.2	\$3,770.00
Ellen Dong	Director	\$685.00	11.8	\$8,083.00
Elizabeth Pearson	Senior Consultant	\$475.00	1.0	\$475.00
Kathleen Foster	Administrative Professional	\$135.00	0.3	\$40.50
<b>Total Hours and Fees</b>			<b>42.6</b>	<b>\$32,393.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$4,211.16</b>
<b>Invoice Total for Current Period</b>				<b>\$36,604.66</b>

**Payless Holdings - CCAA**  
**466952.0002 - July 14, 2019**

Date	TK#	Name	Hours	Amount	Narrative
07/03/19	20840	Elizabeth Pearson	1.00	\$ 475.00	Update of claims register for amended claim statements issued to former employees; correspondence re same and NODs received regarding same
07/08/19	17571	Ellen Dong	2.50	\$ 1,712.50	Revision of employee claim statements. Response to monitor hotline.
07/09/19	17571	Ellen Dong	0.80	\$ 548.00	Monitor hotline responses. Claim inquiry correspondence.
07/10/19	17571	Ellen Dong	0.60	\$ 411.00	Correspondence re: Canadian claims received by Prime Clerk. Monitor hotline responses.
07/11/19	17571	Ellen Dong	2.10	\$ 1,438.50	Review of June variance analysis. Preparation of Canadian variance analysis since the 4th Report. Correspondence re: employee claims.
07/12/19	17571	Ellen Dong	1.00	\$ 685.00	Claims follow-up items and correspondence re: same.
07/04/19	17571	Ellen Dong	1.50	\$ 1,027.50	Claims register review and update for Employee Amended Claims Statements. Correspondence re: same. Updating professional fees tracker budget to actuals.
07/03/19	17571	Ellen Dong	2.10	\$ 1,438.50	Monitor hotline response.
07/05/19	17571	Ellen Dong	1.20	\$ 822.00	Employee amended claims review and correspondence re: same. Monitor hotline responses.
07/02/19	14798	Gregory Watson	0.50	\$ 495.00	Correspondence and calls.
07/11/19	14798	Gregory Watson	0.50	\$ 495.00	Catch up.
07/11/19	23261	James Robinson	2.50	\$ 2,025.00	Attend status call with CBB and BJ to discuss pending matters; correspond with ED regarding new NOD's or POC's received; correspond regarding updated Chapter 11 cash collateral order and impact on Canada entities and associated cash flow forecast to be filed with CCO;
07/08/19	23261	James Robinson	2.30	\$ 1,863.00	Discuss employee claim matters and revised claim statement for limited employees based on [REDACTED] and review accompanying cover letter; daily disbursements; attend to various landlord matters for YE adjustments and reconciliations; review correspondence from BJ and CBB regarding same;
07/10/19	23261	James Robinson	4.20	\$ 3,402.00	Prepare for and attend call with Ankura regarding pending matters including [REDACTED] review of June variance analysis and actuals for recent week; preliminary review of updated cash flow forecast;
07/09/19	23261	James Robinson	0.80	\$ 648.00	Daily disbursements; status of utility location reconciliations; review cash flow transaction categorization;
07/05/19	23261	James Robinson	1.50	\$ 1,215.00	Review and discussion of landlord reconciliations with Basso, and review of email for store 4720; discussions and approach for amended employee claim statements for Canadian head office employees;
07/02/19	23261	James Robinson	3.80	\$ 3,078.00	Review updated claims register; correspond with team regarding claims register including documentation received to date and latest documentation; correspond with CBB regarding lease disclaimer dates and review of final store lists by disclaimer date; call with CBB regarding amended employee claim statements sent and D&O claims received; daily disbursements and review of actual receipts and disbursements for prior week received from company;
07/04/19	23261	James Robinson	3.30	\$ 2,673.00	Landlord rent inquiries and reconciliations; discussions with BJ regarding pending matters; call with CBB regarding claims process, information received; review of updated claim register and updated correspondence received; discussions with team regarding same; respond to stakeholder inquiries; disbursements;
07/03/19	23261	James Robinson	4.00	\$ 3,240.00	Discussions with ED regarding amended employee claim statement and tracking; review of disbursements and support; review most recent documentation filed in relation to the chapter 11 proceedings;
07/04/19	24354	Kathleen Foster	0.30	\$ 40.50	Website updates performed for FTI Case Sites for Payless Canada. Requested by Dilawar Azhar.
07/03/19	23240	Michael Basso	0.10	\$ 72.50	Vmails with J. Rollings re: Joe Books receipt.
07/05/19	23240	Michael Basso	0.10	\$ 72.50	Correspondence with J. Rollings re: Joe Books receipt.
07/02/19	23240	Michael Basso	0.10	\$ 72.50	Correspondence re: payment request.
07/04/19	23240	Michael Basso	0.10	\$ 72.50	Vmails with J. Rollings re: Joe Books receipt.
07/05/19	23240	Michael Basso	2.30	\$ 1,667.50	Correspondence re: store 4720, review payment records on same. Correspondence re: store 4720, Review of data and correspondence re: employee claim statements. Meeting with M. Sassi on same. Vmail re: amended claim statements Correspondence re: Leave employees Claim statements.

Payless Holdings - CCAA  
 466952.0002 - July 14, 2019

Date	TK#	Name	Hours	Amount	Narrative
07/08/19	23240	Michael Basso	2.00	\$ 1,450.00	Correspondence re: amended claims.Review draft amended claim statements.Correspondence re: payment request, review records on same, request additional information.Correspondence re: Store 5855Correspondence re: store 4720.
07/09/19	23240	Michael Basso	0.50	\$ 362.50	Correspondence re: payment request.Correspondence re: store 4720.Meeting re: status of lease payment disputes.
07/04/19	14800	Paul Bishop	0.90	\$ 891.00	Review of correspondence
<b>GRAND TOTAL</b>			<b>42.60</b>	<b>\$ 32,393.50</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K 1G8

July 31, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003788

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through July 31, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads 'Paul Bishop'.

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

July 31, 2019  
FTI Invoice No. 29003788  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$38,908.50
Expenses.....	\$12,010.54
Total Fees and Expenses.....	\$50,919.04
HST Registration No. 835718024RT0001 .....	\$6,619.48
Total Amount Due this Period.....	\$57,538.52
<b>Total Amount Due.....</b>	<b><u>\$57,538.52</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

July 31, 2019  
FTI Invoice No. 29003788  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2019

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Gregory Watson	Senior Managing Director	\$990.00	5.5	\$5,445.00
James Robinson	Managing Director	\$810.00	28.8	\$23,328.00
Michael Basso	Senior Director	\$725.00	7.7	\$5,582.50
Ellen Dong	Director	\$685.00	6.3	\$4,315.50
Elizabeth Pearson	Senior Consultant	\$475.00	0.5	\$237.50
<b>Total Hours and Fees</b>			<b>48.8</b>	<b>\$38,908.50</b>
Other/Miscellaneous				\$12,010.54
<b>Total Expenses</b>				<b>\$12,010.54</b>
 <b>HST Registration No. 835718024RT0001</b>				 <b>\$6,619.48</b>
 <b>Invoice Total for Current Period</b>				 <b>\$57,538.52</b>

Payless Holdings - CCAA  
466952.0002 - July 31, 2019

Date	TK#	Name	Hours	Amount	Narrative
07/19/19	20840	Elizabeth Pearson	0.50	\$ 237.50	Review of mail and late claims received; correspondence with team re same
07/18/19	17571	Ellen Dong	2.50	\$ 1,712.50	Review and claim register update of 13 notice of disputes received post claim bar date. Correspondence re: same.
07/15/19	17571	Ellen Dong	1.10	\$ 753.50	Review of revised cash flow and correspondence re: same.
07/17/19	17571	Ellen Dong	0.20	\$ 137.00	Review of monitor hotline and correspondence re: claims.
07/25/19	17571	Ellen Dong	0.20	\$ 137.00	Response to Monitor hotline inquiries.
07/22/19	17571	Ellen Dong	1.80	\$ 1,233.00	Monitor hotline responses.Update claim register.
07/23/19	17571	Ellen Dong	0.50	\$ 342.50	Response to Monitor hotline inquiries.
07/23/19	14798	Gregory Watson	1.00	\$ 990.00	Correspondence and calls.
07/24/19	14798	Gregory Watson	0.50	\$ 495.00	Correspondence and calls.
07/26/19	14798	Gregory Watson	0.50	\$ 495.00	Correspondence and calls.
07/25/19	14798	Gregory Watson	0.50	\$ 495.00	Correspondence and calls.
07/29/19	14798	Gregory Watson	1.00	\$ 990.00	General correspondence.
07/30/19	14798	Gregory Watson	0.50	\$ 495.00	General correspondence.
07/19/19	14798	Gregory Watson	1.00	\$ 990.00	Correspondence and calls.
07/15/19	14798	Gregory Watson	0.50	\$ 495.00	Correspondence and calls.
07/17/19	23261	James Robinson	0.90	\$ 729.00	Review variance analysis detail and draft update to CBB/BJ for discussion during status call, and correspondence regarding results/comments/questions.
07/19/19	23261	James Robinson	3.50	\$ 2,835.00	Research and consideration on [REDACTED]
07/18/19	23261	James Robinson	3.10	\$ 2,511.00	Call with N. Levine regarding pending matters; claims process correspondence with ED and related matters; attend status call with BJ/CBB regarding status and US proceeding update; review US Chapter 11 materials filed; review other correspondence received;
07/15/19	23261	James Robinson	4.50	\$ 3,645.00	Attend call with N. Levine at CBB regarding updated cash collateral order, and their comments on the draft accompanying CF forecast; call with S. Zweig regarding same; review of forecast estate disbursements and correspondence with BJ and CBB regarding same; review draft CCO provided by CBB and provide comments; prepare for and attend call with Ankura regarding updated CF forecast comments and questions; attend to various other file matters; further review of CF forecast estimates and assumptions;
07/17/19	23261	James Robinson	2.20	\$ 1,782.00	Review updated cash flow forecast from Ankura, and compare to previous version; multiple emails with both CBB and BJ regarding forecast, and discussions with team; claims procedure matters and follow up;
07/30/19	23261	James Robinson	1.20	\$ 972.00	Review additional reserves and holdbacks categorized by M. Basso and update holdback analysis accordingly, and correspondence with Ankura regarding same;
07/30/19	23261	James Robinson	3.40	\$ 2,754.00	Prepare summary and analysis of holdback categories for Canada reserves, and correspond with Watson and Bishop regarding same; [REDACTED] including sourcing of sample letters and forms for use, and correspondence/coordination with E. Dong regarding same;
07/25/19	23261	James Robinson	2.80	\$ 2,268.00	Prepare for and attend status call with CBB/BJ/FTI regarding pending matters including [REDACTED] draft email to Ankura regarding Canada reserves; further consideration of Canada reserve categories and potential sizing;
07/26/19	23261	James Robinson	1.80	\$ 1,458.00	Correspondence with S. Zweig at BJ confirming no further comments on draft order from FTI/BJ, and email CBB regarding same; review of final CCO draft; correspondence with Ankura and CBB regarding version/period of budget to be filed with US CCO for Canada entities;
07/26/19	23261	James Robinson	2.30	\$ 1,863.00	Review of US cash collateral order and potential impacts on Canadian CCAA entities, and review of corresponding budget, and email correspondence with BJ/CBB regarding same;
07/29/19	23261	James Robinson	3.10	\$ 2,511.00	Prepare for and attend status call with G. Watson and P. Bishop; consideration of [REDACTED]; call with S. Zweig and M. Shakra at Bennett Jones regarding [REDACTED] consideration of [REDACTED]
07/30/19	23240	Michael Basso	1.20	\$ 870.00	Review payment request. Correspondence re: leases. Correspondence re: reserves, review of same.
07/31/19	23240	Michael Basso	0.10	\$ 72.50	Correspondence re: payment request.
07/29/19	23240	Michael Basso	0.30	\$ 217.50	Correspondence re: actuals. Correspondence re: store 5959.

Payless Holdings - CCAA  
 466952.0002 - July 31, 2019

Date	TK#	Name	Hours	Amount	Narrative
07/16/19	23240	Michael Basso	0.70	\$ 507.50	Correspondence re; rent disputes. Correspondence re: payment approval. Correspondence re: store 5857
07/15/19	23240	Michael Basso	1.40	\$ 1,015.00	Correspondence re: store 4720. Correspondence re: store 4720. Review payments on same. Meeting with J. Robinson re: schedule for week/landlord issue. Correspondence re: new rent issues. Meetings and correspondence re; rent issues. Correspondence re: payment request. Review lease documentation on same.
07/19/19	23240	Michael Basso	0.60	\$ 435.00	Correspondence re: Payment request. Meeting re: status and Tiger invoice.
07/17/19	23240	Michael Basso	1.20	\$ 870.00	Correspondence re: store 5857 Review CF, meetings on same.
07/24/19	23240	Michael Basso	0.70	\$ 507.50	Review and correspondence re: payment request. Correspondence re: cotton wood mall rent issue.
07/23/19	23240	Michael Basso	0.10	\$ 72.50	Correspondence re: leases.
07/25/19	23240	Michael Basso	1.20	\$ 870.00	Correspondence re: status update call. Correspondence re: TPH invoices. Review updated payment request. Status update meeting (Cassels, FTI and Bennett Jones).
07/26/19	23240	Michael Basso	0.20	\$ 145.00	Correspondence re: reserves.
<b>GRAND TOTAL</b>			<b>48.80</b>	<b>\$ 38,908.50</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

August 21, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003810

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through August 18, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in cursive script that reads "Paul Bishop".

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

August 21, 2019  
FTI Invoice No. 29003810  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 18, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$67,867.50
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$67,867.50
HST Registration No. 835718024RT0001 .....	\$8,822.78
Total Amount Due this Period.....	\$76,690.28
<b>Total Amount Due.....</b>	<b><u>\$76,690.28</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

August 21, 2019  
FTI Invoice No. 29003810  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 18, 2019

Name	Title	Rate	Hours	Total
Nigel Meakin	Senior Managing Director	\$990.00	0.7	\$693.00
Gregory Watson	Senior Managing Director	\$990.00	7.0	\$6,930.00
Paul Bishop	Senior Managing Director	\$990.00	7.1	\$7,029.00
James Robinson	Managing Director	\$810.00	43.3	\$35,073.00
Michael Basso	Senior Director	\$725.00	6.6	\$4,785.00
Ellen Dong	Director	\$685.00	19.5	\$13,357.50
<b>Total Hours and Fees</b>			<b>84.2</b>	<b>\$67,867.50</b>

HST Registration No. 835718024RT0001 **\$8,822.78**

**Invoice Total for Current Period** **\$76,690.28**

Payless Holdings - CCAA  
466952.0002 - August 18, 2019

Date	TK#	Name	Hours	Amount	Narrative
08/07/19	17571	Ellen Dong	6.30	\$ 4,315.50	██████████ preparation process. Response to Monitor hotline inquiries. Update claim register for ██████████
08/06/19	17571	Ellen Dong	3.60	\$ 2,466.00	Review of claim register, follow up on o/s items and correspondence re: same. Monitor hotline responses.
08/08/19	17571	Ellen Dong	3.60	\$ 2,466.00	Claim register and claim categorization update for ██████████, correspondence re: same, ██████████ and correspondence re: same.
08/13/19	17571	Ellen Dong	2.70	\$ 1,849.50	██████████ summary and correspondence re: same. Claims register update for ██████████ claims. Claims summary update excluding landlord claims.
08/12/19	17571	Ellen Dong	0.60	\$ 411.00	Monitor hotline responses.
08/15/19	17571	Ellen Dong	2.10	\$ 1,438.50	Monitor hotline responses. Correspondence re: post filing invoices. Correspondence re: exchange rate used for US claims received.
08/16/19	17571	Ellen Dong	0.60	\$ 411.00	Correspondence re: claims. Response to Monitor hotline inquiries.
08/06/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/07/19	14798	Gregory Watson	0.50	\$ 495.00	Calls re cash flow and claims.
08/01/19	14798	Gregory Watson	1.00	\$ 990.00	Review of cash flows and discussions ██████████.
08/02/19	14798	Gregory Watson	1.00	\$ 990.00	Review of cash flows and discussions ██████████.
08/14/19	14798	Gregory Watson	0.50	\$ 495.00	Calls re cash flow and claims.
08/13/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/15/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/16/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/15/19	23261	James Robinson	4.50	\$ 3,645.00	Prepare for and attend status call with CBB/BJ/FTI; preliminary outline for ██████████ and key considerations; call with N. Levine regarding status of multiple issues including ██████████; ██████████ correspond with Ankura regarding total ██████████;
08/12/19	23261	James Robinson	4.10	\$ 3,321.00	Call with M. Shakra (BJ) regarding ██████████ and US Chapter 11 plan update; review of draft Chapter 11 plan and disclosure document, and draft email to BJ with follow-up comments/questions; review of daily disbursements; review of actual activity and supporting information received from company;
08/14/19	23261	James Robinson	4.30	\$ 3,483.00	Review CCAA plan comments provided by BJ; further review of plan and draft email response with additional considerations; internal discussions regarding ██████████ review updated claims summary and ██████████ and discussions/correspondence with E. Dong regarding same; draft email to N. Levine (CBB) regarding ██████████;
08/13/19	23261	James Robinson	3.70	\$ 2,997.00	Call with S. Zweig (BJ) regarding pending matters; call with N. Levine regarding ██████████; review email from M. Shakra regarding ██████████, and draft email response; address request from Faskens regarding Canadian Excess Proceeds released to date/timing/transaction details, and discussions with E. Dong and I. Lee (Ankura) regarding same; daily disbursements and correspond with M. Basso regarding same; discussion with E. Dong regarding claims summary to be prepared, and review POC and NOD claims summary provided by E. Dong;
08/16/19	23261	James Robinson	7.80	\$ 6,318.00	Development of professional fee ██████████; call with S. Deshpande (Ankura) regarding ██████████ development and refinement of an analysis for ██████████ landlord claims review and analysis, discussions with M. Basso regarding same, and review of ██████████; call with S. Zweig regarding ██████████; meeting with P. Bishop to ██████████;
08/18/19	23261	James Robinson	3.20	\$ 2,592.00	Review emails received from CBB, and draft responses; call with N. Levine (CBB) regarding ██████████; continue development of ██████████

Payless Holdings - CCAA  
466952.0002 - August 18, 2019

Date	TK#	Name	Hours	Amount	Narrative
08/02/19	23261	James Robinson	3.10	\$ 2,511.00	Prepare for and attend call with Ankura (Frankum/Lee) and G. Watson regarding [REDACTED]; further analysis of various reserve categories, quantification of potential amounts, and research for past CRA precedents for various cases;
08/06/19	23261	James Robinson	2.70	\$ 2,187.00	Research on and consideration of potential [REDACTED]; correspond with BJ regarding same; review and address various landlord matters; review of utility bond correspondence and draft response regarding same; daily disbursements for recent period;
08/06/19	23261	James Robinson	2.30	\$ 1,863.00	Attend call with N. Levine at CBB regarding potential contract disclaimer, and subsequent consideration of alternatives for vendor; review and consideration of preliminary draft CCAA plan;
08/07/19	23261	James Robinson	2.10	\$ 1,701.00	Review daily disbursements; review email from Ankura regarding paid-up-capital; review of materials filed as part of the US proceeding;
08/08/19	23261	James Robinson	5.50	\$ 4,455.00	Review of updated claims register and supporting information from E. Dong, including late filed claims; discussions with E. Dong regarding WEPPA documentation, additional information needed from the company, and other information for a WEPPA process; call with BJ (Zweig and Bauer) and FTI (Bishop/Robinson) regarding [REDACTED], and subsequent considerations on the various options; source a recent CRA comfort letter template, and correspond with BJ regarding same; detailed review of overall sale mechanics and results received including Canada from Malfitano Partners and correlate with Canada sales reporting and cash flow;
08/13/19	23240	Michael Basso	2.10	\$ 1,522.50	Meeting re: status. Review various correspondence received Aug 1-13th. Correspondence re: payment request. Meeting re: employee Claim. Meetings and correspondence re: employee claim issue.
08/16/19	23240	Michael Basso	2.10	\$ 1,522.50	Meeting re: status. Meetings, correspondence and analysis re: landlord claims.
08/15/19	23240	Michael Basso	2.20	\$ 1,595.00	Review and correspondence re: payment request. Meeting re: Plan/Status. Review US Plan re: CA section. Meetings, correspondence and analysis re: landlord claims.
08/14/19	23240	Michael Basso	0.20	\$ 145.00	Correspondence re: payment request.
08/06/19	14797	Nigel Meakin	0.70	\$ 693.00	Consultation with Robinson re [REDACTED]
08/06/19	14800	Paul Bishop	1.30	\$ 1,287.00	Review of correspondence and issues re plan
08/16/19	14800	Paul Bishop	1.50	\$ 1,485.00	Review of options re distributions, review of costs re same
08/14/19	14800	Paul Bishop	2.20	\$ 2,178.00	Call with counsel to term lenders, call with counsel review of draft plan
08/15/19	14800	Paul Bishop	2.10	\$ 2,079.00	Call with BJ and CBB re plan, review of information re same, review of plan amendments
<b>GRAND TOTAL</b>			<b>84.20</b>	<b>\$ 67,867.50</b>	



FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

August 31, 2019

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

Re: FTI Job No. 466952.0002  
Invoice # 29003815

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through August 31, 2019.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads "Paul Bishop".

Paul Bishop  
Senior Managing Director

Enclosures



*Invoice Remittance*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

August 31, 2019  
FTI Invoice No. 29003815  
FTI Job No. 466952.0002  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2019

	<i>CAD (\$)</i>
Professional Services.....	\$64,402.00
Expenses.....	\$35.10
Total Fees and Expenses.....	\$64,437.10
HST Registration No. 835718024RT0001 .....	\$8,376.82
Total Amount Due this Period.....	\$72,813.92
<b>Total Amount Due.....</b>	<b><u>\$72,813.92</u></b>

*Please Wire Transfer To:*

Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715



*Invoice Summary*

Payless ShoeSource Canada Inc.  
3231 SE 6th Avenue  
Topeka, KS 66607

August 31, 2019  
FTI Invoice No. 29003815  
FTI Job No. 466952.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2019

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Gregory Watson	Senior Managing Director	\$990.00	5.0	\$4,950.00
Paul Bishop	Senior Managing Director	\$990.00	11.9	\$11,781.00
Toni Vanderlaan	Senior Managing Director	\$930.00	8.4	\$7,812.00
James Robinson	Managing Director	\$810.00	42.4	\$34,344.00
Michael Basso	Senior Director	\$725.00	5.0	\$3,625.00
Ellen Dong	Director	\$685.00	2.7	\$1,849.50
Kathleen Foster	Administrative Professional	\$135.00	0.3	\$40.50
<b>Total Hours and Fees</b>			<b>75.7</b>	<b>\$64,402.00</b>
Business Meals				\$9.98
Transportation				\$25.12
<b>Total Expenses</b>				<b>\$35.10</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$8,376.82</b>
<b>Invoice Total for Current Period</b>				<b>\$72,813.92</b>

Payless Holdings - CCAA  
466952.0002 - August 31, 2019

Date	TK#	Name	Hours	Amount	Narrative
08/20/19	17571	Ellen Dong	1.00	\$ 685.00	Monitor hotline inquiry responses and correspondence re: [REDACTED]. Correspondence re: Monitor's 5th report.
08/23/19	17571	Ellen Dong	1.10	\$ 753.50	Response to monitor hotline inquiries and correspondence re: same. Review of the Chapter 11 Plan.
08/27/19	17571	Ellen Dong	0.60	\$ 411.00	Monitor hotline responses. Forward post filing invoices to CRO.
08/22/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/21/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/20/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/19/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/29/19	14798	Gregory Watson	1.00	\$ 990.00	Calls re cash flow and claims.
08/21/19	23261	James Robinson	5.20	\$ 4,212.00	Call with Ankura regarding [REDACTED]; update [REDACTED] for revised estimates; review of stakeholder inquiries and correspondence with team regarding same; call with BJ/CBB/FTI regarding term lender discussions, and [REDACTED]; draft email to CBB regarding [REDACTED] and edit for comments received; [REDACTED] for D. Diedel to assist with [REDACTED] on-going emails and correspondence with BJ/CBB/internal regarding pending matters;
08/22/19	23261	James Robinson	3.80	\$ 3,078.00	Edit and revise costing email based on comments received from CBB, and discussions regarding same; attend call with CBB/BJ/FTI regarding pending matters; continue development of [REDACTED] review of claims filed and amounts with particular emphasis on [REDACTED] general file matters and on-going discussions with team;
08/20/19	23261	James Robinson	3.70	\$ 2,997.00	Meeting with team for workstream planning; attend status call with CBB/BJ/FTI regarding [REDACTED] review of July budget-to-actual details, and draft summary email to CBB regarding same; preliminary analysis of creditor recovery and potential landlord equivalent amounts;
08/23/19	23261	James Robinson	4.10	\$ 3,321.00	Report planning, review and compilation of information for fee affidavit preparation and coordination with BJ; review US materials filed during the week, including review US plan document; review information provided by Ankura for lease reserve support; address multiple stakeholder inquiries; continue development of [REDACTED];
08/19/19	23261	James Robinson	4.30	\$ 3,483.00	Prepare for and attend call with CBB/BJ regarding [REDACTED]; edit recovery analysis and update for information received; review of US Ch. 11 filings from UCC and consideration of impact on Canadian entities;
08/27/19	23261	James Robinson	2.60	\$ 2,106.00	Review of lease information received from Ankura/Company; review of populated sales tax template; review of correspondence received from stakeholders;
08/29/19	23261	James Robinson	5.70	\$ 4,617.00	Attend status call with BJ/CBB/FTI regarding pending matters; analysis of Canadian unsecured recovery analysis given updated US plan distribution details and assumptions; reserves analysis and review of pending information; review of sales tax support received from Ankura;
08/26/19	23261	James Robinson	3.20	\$ 2,592.00	Attend status call with BJ/CBB/FTI on US plan developments and Canada impact; revise and update Canada plan creditor analysis;
08/28/19	23261	James Robinson	1.30	\$ 1,053.00	Prepare for and attend call with Faskens and Alix (Term lender advisors) and Bennett Jones [REDACTED]
08/30/19	23261	James Robinson	8.50	\$ 6,885.00	Prepare flow of funds analysis; review Alix analysis for [REDACTED] update reserve analysis; attend conference call with Ankura regarding updated cash flow forecast, Ch 11 plan and corresponding Canada recoveries; consideration of assumptions for updated cash flow forecast; follow up on outstanding WEPPA matters; review updated Chapter 11 plan materials filed and disclosure statement;
08/28/19	24354	Kathleen Foster	0.30	\$ 40.50	Website updates performed for FTI Case Sites for Payless Canada. Requested by Dilawar Azhar.
08/26/19	23240	Michael Basso	0.20	\$ 145.00	Correspondence re: payment request.
08/27/19	23240	Michael Basso	0.20	\$ 145.00	Correspondence re: employee claim.
08/22/19	23240	Michael Basso	0.50	\$ 362.50	Correspondence re: payment request. Correspondence re: employee claim.

Payless Holdings - CCAA  
466952.0002 - August 31, 2019

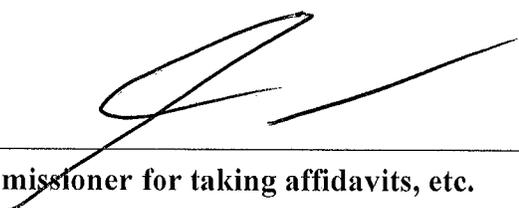
Date	TK#	Name	Hours	Amount	Narrative
08/20/19	23240	Michael Basso	2.90	\$ 2,102.50	Correspondence re: payment admin. Correspondence re: status meeting. Meeting with J. Robinson re: status. Meeting with P. Bishop, T. Vanderlaan and J. Robinson re: transition. Correspondence re: CF update. Review files on same. Status update call with Cassels, FTI and BJ. Correspondence re: NOD.
08/23/19	23240	Michael Basso	0.20	\$ 145.00	Correspondence [REDACTED]
08/21/19	23240	Michael Basso	1.00	\$ 725.00	Review and correspondence of [REDACTED] Correspondence re: employee claim.
08/21/19	14800	Paul Bishop	1.70	\$ 1,683.00	Call re [REDACTED]
08/19/19	14800	Paul Bishop	1.40	\$ 1,386.00	Review of financial alternatives, review of costs re alternatives
08/23/19	14800	Paul Bishop	0.90	\$ 891.00	Review of correspondence [REDACTED]
08/20/19	14800	Paul Bishop	1.90	\$ 1,881.00	Update potential plan, call with CBB and BJ re same
08/22/19	14800	Paul Bishop	0.90	\$ 891.00	Call with counsel review of correspondence
08/27/19	14800	Paul Bishop	0.90	\$ 891.00	Review of cost summary and Fasken communication
08/26/19	14800	Paul Bishop	0.90	\$ 891.00	Call with counsel re alternatives, [REDACTED]
08/29/19	14800	Paul Bishop	1.20	\$ 1,188.00	Call with counsel and CBB, prep for same and follow up
08/28/19	14800	Paul Bishop	2.10	\$ 2,079.00	Call with counsel, call with Faskens t review options, prep for same and follow up
08/20/19	15236	Toni Vanderlaan	-1.00	\$ (930.00)	Duplicate entry
08/21/19	15236	Toni Vanderlaan	1.50	\$ 1,395.00	Update call on reserves schedule and review of information
08/20/19	15236	Toni Vanderlaan	1.00	\$ 930.00	Update meeting Call with CBB regarding proposed plan and reserve requirements
08/30/19	15236	Toni Vanderlaan	0.30	\$ 279.00	Update call with Cassels
08/30/19	15236	Toni Vanderlaan	3.40	\$ 3,162.00	Discussions with Jim on [REDACTED] Review of schedules Call with Ankura to review [REDACTED] Review of filing materials
08/29/19	15236	Toni Vanderlaan	0.50	\$ 465.00	Update phone call with Cassels
08/20/19	15236	Toni Vanderlaan	1.50	\$ 1,395.00	Initial update and planning meeting to advise on status Review of information provided in respect of client Update call with Cassels
08/21/19	15236	Toni Vanderlaan	0.70	\$ 651.00	Reserves update call Term lenders update call
08/20/19	15236	Toni Vanderlaan	0.50	\$ 465.00	Review of draft plan
<b>GRAND TOTAL</b>			<b>75.70</b>	<b>\$ 64,402.00</b>	

**THIS IS EXHIBIT "B" REFERRED TO IN THE**

**AFFIDAVIT OF PAUL BISHOP**

**SWORN**

**THE 12<sup>th</sup> DAY OF SEPTEMBER 2019**



---

**A Commissioner for taking affidavits, etc.**

Aiden Nelms

**Exhibit "B"**

Invoice #	Period Ending	Date	Fees	Expenses	HST	Total
29003708	26-May-19	29-May-19	\$33,450.50		\$4,348.57	\$37,799.07
29003710	31-May-19	31-May-19	\$51,792.50	\$42.12	\$6,738.50	\$58,573.12
29003737	9-Jun-19	11-Jun-19	\$51,923.50	\$17,518.99	\$9,027.52	\$78,470.01
29003744	16-Jun-19	19-Jun-19	\$30,009.00		\$3,901.17	\$33,910.17
29003747	23-Jun-19	26-Jun-19	\$24,189.00	\$30.30	\$3,148.51	\$27,367.81
29003757	30-Jun-19	30-Jun-19	\$10,058.50		\$1,307.61	\$11,366.11
29003775	14-Jul-19	17-Jul-19	\$32,393.50		\$4,211.16	\$36,604.66
29003788	31-Jul-19	31-Jul-19	\$38,908.50	\$12,010.54	\$6,619.48	\$57,538.52
29003810	18-Aug-19	21-Aug-19	\$67,867.50		\$8,822.78	\$76,690.28
29003815	31-Aug-19	31-Aug-19	\$64,402.00	\$35.10	\$8,376.82	\$72,813.92
<b>TOTAL</b>			<b>\$404,994.50</b>	<b>\$29,637</b>	<b>\$56,502.12</b>	<b>\$491,133.67</b>

**THIS IS EXHIBIT "C" REFERRED TO IN THE**

**AFFIDAVIT OF PAUL BISHOP**

**SWORN**

**THE 12<sup>th</sup> DAY OF SEPTEMBER 2019**



---

**A Commissioner for taking affidavits, etc.**

Aiden Nams

## Exhibit "C"

May 20, 2019 to August 31, 2019				
Name	Title	Rate	Hours	Fees
Nigel Meakin	Senior Managing Director	990	0.7	\$693.00
Gregory Watson	Senior Managing Director	990	27	\$26,730.00
Paul Bishop	Senior Managing Director	990	30.9	\$30,591.00
Toni Vanderlaan	Senior Managing Director	930	8.4	\$7,812.00
James Robinson	Managing Director	810	224	\$181,440.00
Michael Basso	Senior Director	725	42.6	\$30,885.00
Ellen Dong	Director	685	156.1	\$106,928.50
Elizabeth Pearson	Senior Consultant	475	41.2	\$19,570.00
Dilawar Azhar	Senior Consultant	475	0.3	\$142.50
Kathleen Foster	Administrative Assistant	135	1.5	\$202.50
<b>TOTAL</b>			<b>532.7</b>	<b>\$404,994.50</b>

<b>Blended Rate</b> (excluding expenses and HST) <b>\$404,994.50 ÷ 532.70 hours =</b>	<b>\$760.27</b>
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**OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PAYLESS SHOESOURCE CANADA INC. AND  
PAYLESS SHOESOURCE CANADA GP INC. (the "Applicants")**

Court File No.: CV-19-00614629-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**AFFIDAVIT OF PAUL BISHOP  
(sworn September 12, 2019)**

**BENNETT JONES LLP**  
3400 One First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

**Sean H. Zweig (LSO #57307I)**  
**Michael Shakra (LSO # 64604K)**  
**Aiden Nelms (LSO# 74170S)**

Tel: (416) 863-1200  
Fax: (416) 863-1716

Counsel to the Monitor,  
FTI Consulting Canada Inc.

**APPENDIX "C"**

**[ATTACHED]**

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
PAYLESS SHOESOURCE CANADA INC. AND PAYLESS SHOESOURCE CANADA  
GP INC.

(the "Applicants")

AFFIDAVIT OF SEAN H. ZWEIG  
(sworn September 12, 2019)

I, **SEAN H. ZWEIG**, of the City of Toronto, in the Province of Ontario, **MAKE OATH  
AND SAY AS FOLLOWS:**

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and am a partner with Bennett Jones LLP ("**Bennett Jones**"), counsel for FTI Consulting Canada Inc. in its capacity as Court-appointed monitor (the "**Monitor**") in these proceedings and as such have knowledge of the matters hereinafter deposed. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. I make this affidavit in support of a motion by the Applicants for, among other things, approval of the fees and disbursements of the Monitor and its counsel.

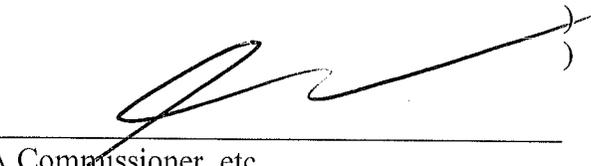
3. Attached hereto as Exhibit "A" are true copies of the accounts rendered by Bennett Jones to the Monitor for the period between May 18, 2019 and August 31, 2019. The accounts have been redacted to address matters of confidentiality or privilege. I confirm that these accounts accurately reflect the services provided by Bennett Jones in this matter for this period and the fees and disbursements claimed by it for the period.

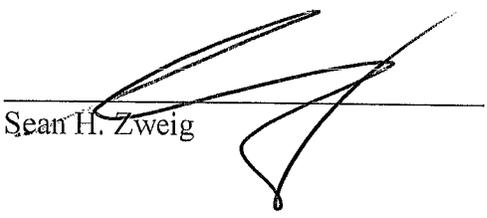
4. Attached hereto as Exhibit "B" is a schedule summarizing the accounts of Bennett Jones rendered to the Monitor for the fees and disbursements incurred by Bennett Jones in connection with these proceedings for the period between May 18, 2019 and August 31, 2019.

5. Attached hereto as Exhibit "C" is a schedule summarizing the respective years of call and billing rates of each of the professionals at Bennett Jones that rendered services to the Monitor, the hours worked by each such individual and a blended hourly rate for the file.

6. To the best of my knowledge, the rates charged by Bennett Jones throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services. I believe that the total hours, fees and disbursements incurred to date by Bennett Jones on this matter are reasonable and appropriate in the circumstances.

SWORN before me at the City of Toronto, )  
in the Province of Ontario, )  
this 12<sup>th</sup> day of September, 2019 )

  
\_\_\_\_\_  
A Commissioner, etc.  
Aiden Nelms

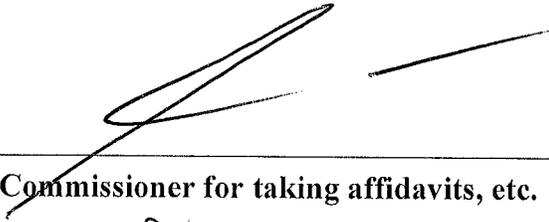
  
\_\_\_\_\_  
Sean H. Zweig

THIS IS EXHIBIT "A" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

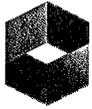
THE 12<sup>th</sup> DAY OF SEPTEMBER 2019



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A Commissioner for taking affidavits, etc.

Aiden Nams



Bennett Jones

Bennett Jones LLP  
Suite 3400  
1 First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: May 29, 2019  
Invoice: 1278559

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**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	13,896.00
Other Charges	\$	86.50
Total Due before GST/HST	\$	<u>13,982.50</u>
GST/HST	\$	1,817.73
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>15,800.23</u></b>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at [www.bennettjones.com](http://www.bennettjones.com). GST/HST number: 119346757



<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
20/05/19	Mike Shakra	Reviewing and responding to file related emails; Undertaking analysis of CBSA bond, Memorandum D1-7-1 and related acts and regulations governing CBSA surety bonds	4.90
20/05/19	Sean Zweig	Reviewing M. Shakra's analysis regarding CBSA bond, and considering same	0.30
21/05/19	Aiden Nelms	Meeting with M. Shakra regarding CBSA issues; Conference call with CBB, CBSA and FTI regarding same	0.80
21/05/19	Sean Zweig	Various emails and discussions regarding CBSA bond; Discussions with Monitor and internal team regarding next Monitor's Report	0.50
21/05/19	Mike Shakra	Reviewing and responding to file related emails; Preparing for and participating in call with CBSA; Drafting proposed response to surety; Considering issues for forthcoming Monitor's report	2.90
22/05/19	Aiden Nelms	Preparing initial draft of the Monitor's Fourth Report	0.70
22/05/19	Sean Zweig	Further emails and discussions regarding CBSA bond; Reviewing letter agreement in connection with same; Reviewing materials filed in US proceeding	0.70
22/05/19	Mike Shakra	Reviewing and responding to file related emails; Drafting and editing lift stay letter and [REDACTED]	2.40
23/05/19	Aiden Nelms	Reading and responding to email from M. Shakra regarding Initial Order; Weekly conference call with CBB and FTI	0.80
23/05/19	Sean Zweig	Emails with Monitor and CBB regarding [REDACTED] [REDACTED] Reviewing draft disclaimer, and correspondence regarding same; Reviewing draft stay extension cash flow and variance analysis; Call with Monitor and CBB; Reviewing and commenting on draft stay extension motion materials	1.40
23/05/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing and considering disclaimer and related contract; Reviewing and considering budget variance analysis	2.50



Date	Name	Description	Hours
24/05/19	Sean Zweig	Discussions with M. Shakra regarding upcoming motion and related issues; Emails in connection with disclaimer sent and requirements under Claims Procedure Order; Reviewing M. Shakra's comments on motion materials; Reviewing J. Robinson's comments; Reviewing revised cash flow forecast; Emails regarding Fee Affidavits; Reviewing hearing agenda in US proceeding	1.50
24/05/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing and considering draft order and affidavit for stay extension and other relief; Compiling and [REDACTED]	3.20
Total Hours			22.60
Total Professional Services			\$ 13,896.00

Name	Hours
Sean Zweig	4.40
Aiden Nelms	2.30
Mike Shakra	15.90

Other Charges	Amount
Printing	\$ 86.50
Total Other Charges	\$ 86.50
GST/HST	\$ 1,817.73
<b>TOTAL DUE</b>	<b>\$ 15,800.23</b>



# Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: May 29, 2019  
Invoice: 1278559

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## Remittance Statement

Professional Services	\$	13,896.00
Other Charges	\$	86.50
Total Due before GST/HST	\$	13,982.50
GST/HST	\$	1,817.73
<b>Total Due in CAD</b>	<b>\$</b>	<b>15,800.23</b>

### Remit by Wire Transfer to:

**Beneficiary Account Name:** Bennett Jones LLP  
**Beneficiary Address:** 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada  
**Beneficiary Bank:** Royal Bank of Canada  
**Bank Address:** 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada  
**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

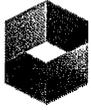
**Please include the invoice number on the wire.**

**Email notification may be sent to:** [bennettjoneseft@bennettjones.com](mailto:bennettjoneseft@bennettjones.com)

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP  
Suite 3400  
1 First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: June 4, 2019  
Invoice: 1279030

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**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	33,254.50
Disbursements	\$	164.17
Other Charges	\$	1,297.25
Total Due before GST/HST	\$	<u>34,715.92</u>
GST/HST	\$	4,513.07
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>39,228.99</u></b>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at [www.bennettjones.com](http://www.bennettjones.com). GST/HST number: 119346757

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
24/05/19	Aiden Nelms	Reviewing the Monitor's letter to the CBSA; Drafting and revising the Monitor's Fourth Report; Reviewing and considering the Fee Affidavits; Reviewing and considering Payless Cash Flow; Reviewing and commenting on Payless June 4 motion materials	2.50
25/05/19	Aiden Nelms	Drafting and revising the Fourth Report of the Monitor; Drafting email to M. Shakra regarding same	2.30
25/05/19	Sean Zweig	Emails with M. Shakra regarding fee affidavit issue	0.10
25/05/19	Mike Shakra	Reviewing and responding to file related emails; Editing and revising draft report	1.50
26/05/19	Aiden Nelms	Reviewing and revising the Fourth Report; Reviewing and considering CBSA Bond Letter to surety counsel	1.30
26/05/19	Mike Shakra	Reviewing and responding to file related emails; Editing and revising draft report; [REDACTED] [REDACTED]	3.60
27/05/19	Aiden Nelms	Reviewing and considering revised company materials for June 4th motion; Reviewing and revising Fourth Report; Conferring with M. Shakra regarding same; Reviewing and commenting on Fee Affidavits; Reviewing and considering correspondence from T. Ashmeade regarding the Service List; Revising the Service List	3.80
27/05/19	Mehak Kawatra	[REDACTED] as instructed by M. Shakra	3.50
27/05/19	Mike Shakra	Reviewing and responding to file related emails; Drafting and editing fee affidavits; [REDACTED] [REDACTED] and preparing exhibits to fee affidavits; Reviewing and considering multiple versions of draft report; Reviewing revised motion materials	8.30
27/05/19	Sean Zweig	Reviewing and commenting on draft 4th Report; Reviewing revised motion materials from CBB, and emails regarding same; Reviewing FTI's riders for Report; Reviewing draft fee affidavits; Reviewing revised draft of 4th Report; Discussions with each of M. Shakra and A. Nelms	2.70
28/05/19	Aiden Nelms	Reviewing and finalizing Fourth Report; Drafting email and circulating same to CBB and FTI; Reviewing Frankum Affidavit; Reviewing Notice of	2.10



Date	Name	Description	Hours
		Motion; Updating the Service List; Circulating same to FTI for posting	
28/05/19	Sean Zweig	Discussions with M. Shakra and A. Nelms; Reviewing comments on fee affidavit; Reviewing revised draft of CRO's affidavit; Reviewing FTI's comments on 4th Report; Reviewing draft Notice of Motion; Various emails with FTI and internal team; Call with Gowlings regarding submission of landlord claims; Reviewing further comments on 4th Report, and revised drafts; Reviewing motion record served; Reviewing US monthly operating report and agenda for hearing	2.00
28/05/19	Mike Shakra	Reviewing and responding to file related emails; Finalizing fee affidavit and swearing same; Editing Monitor's report; Reviewing and considering motion materials served by the company	4.50
29/05/19	Aiden Nelms	Reviewing and considering CBB comments on the Fourth Report of the Monitor; Reviewing and considering additional FTI comments on same; Finalizing and compiling same; Drafting email and serving same on the Service List; Coordinating filing of same; Reading and considering emails regarding ██████████ in respect of the Claims Process	3.50
29/05/19	Samuel Springer	Filing Report with Commercial List for A. Nelms	0.80
29/05/19	Mike Shakra	Reviewing and responding to file related emails; Drafting and editing Monitor's report and participating in multiple discussions regarding same; Considering ██████████	4.50
29/05/19	Sean Zweig	Reviewing CBB's comments on Report; Emails regarding same; Reviewing and commenting on revised draft of same; Discussion with M. Shakra regarding same; Call with J. Dietrich regarding ██████████ Discussions with Monitor and internal team regarding same; Reviewing letter from ██████████ and discussion with M. Shakra regarding same; Reviewing comments on Report from Monitor; Reviewing final version served	1.90
30/05/19	Aiden Nelms	Reading and considering email from E. Dong regarding ██████████; Telephone call with E. Dong advising on same; Conference call with CBB and FTI regarding weekly update	1.20



Date	Name	Description	Hours
30/05/19	John Gilmore	Reviewing correspondence from M. Constantine; Reviewing file and law regarding [REDACTED]	3.20
30/05/19	Mike Shakra	Reviewing and responding to file related emails; Considering [REDACTED] and related letter; Reviewing variance analysis; Participating in file update call	2.00
30/05/19	Sean Zweig	Reviewing variance analysis; Call with Monitor and CBB; Reviewing materials filed in US proceeding	0.90
31/05/19	Aiden Nelms	Reviewing and considering FTI retention application in the US Proceedings; Corresponding with S. Zweig and M. Shakra regarding same	0.80
31/05/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing retention application; Considering [REDACTED]	2.50
31/05/19	Sean Zweig	Call with J. Dietrich and N. Levine; Various emails in connection with same, and reviewing FTI US retention application; Emails in connection with same; Reviewing materials filed in US proceeding	1.00

Total Hours 60.50  
Total Professional Services \$ 33,254.50

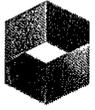
Name	Hours
John Gilmore	3.20
Sean Zweig	8.60
Aiden Nelms	17.50
Mike Shakra	26.90
Mehak Kawatra	3.50
Samuel Springer	0.80

Disbursements	Amount
Miscellaneous	\$ 78.00
Courier	\$ 86.17
Total Disbursements	\$ <u>164.17</u>

Other Charges	Amount
Photocopy Charges	\$ 944.00
Printing	\$ 347.25



<b>Other Charges</b>		<b>Amount</b>
Colour Printing	\$	6.00
Total Other Charges	\$	<u>1,297.25</u>
GST/HST	\$	4,513.07
TOTAL DUE	\$	<u><u>39,228.99</u></u>



# Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: June 4, 2019  
Invoice: 1279030

---

## Remittance Statement

Professional Services	\$	33,254.50
Disbursements	\$	164.17
Other Charges	\$	1,297.25
Total Due before GST/HST	\$	34,715.92
GST/HST	\$	4,513.07
<b>Total Due in CAD</b>	<b>\$</b>	<b>39,228.99</b>

### Remit by Wire Transfer to:

**Beneficiary Account Name:** Bennett Jones LLP  
**Beneficiary Address:** 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada  
**Beneficiary Bank:** Royal Bank of Canada  
**Bank Address:** 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada  
**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

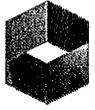
**Please include the invoice number on the wire.**

**Email notification may be sent to: [bennettjoneseft@bennettjones.com](mailto:bennettjoneseft@bennettjones.com)**

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP  
Suite 3400  
1 First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: June 18, 2019  
Invoice: 1281425

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**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	11,153.00
Disbursements	\$	201.66
Other Charges	\$	7.75
Total Due before GST/HST	\$	11,362.41
GST/HST	\$	1,477.11
<b>Total Due in CAD</b>	<b>\$</b>	<b>12,839.52</b>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at [www.bennettjones.com](http://www.bennettjones.com). GST/HST number: 119346757



<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
10/06/19	Aiden Nelms	Conference call with CBB and FTI regarding Claims Process update; Reviewing and considering Payless Claims Register	1.10
10/06/19	Mike Shakra	Reviewing and responding to file related emails; Participating in group update call	0.70
10/06/19	Sean Zweig	Update call with Monitor and CBB; Reviewing updated claims register and considering same; Discussion with M. Shakra regarding [REDACTED]	1.00
11/06/19	Mike Shakra	Reviewing and responding to file related emails	0.50
12/06/19	Aiden Nelms	Reviewing and considering updated Claims Register and Claims Register Summary; Reviewing and considering Schedule of Assets and Liabilities with respect to the US Proceedings; Conference call with FTI and CBB regarding claims process update	2.10
12/06/19	Sean Zweig	Emails regarding [REDACTED] [REDACTED] Reviewing updated claims register; Call with Monitor and CBB regarding claims filed and next steps; Discussion with M. Shakra regarding same	1.50
12/06/19	Mike Shakra	Participating in update call; Reviewing claims summary; Reviewing [REDACTED] [REDACTED]	1.50
13/06/19	Aiden Nelms	Reviewing secured Proofs of Claim; Reviewing D&O and Not Stated Proofs of Claim; Drafting a chart [REDACTED] Reviewing [REDACTED]; Corresponding with E. Dong regarding same	4.70
13/06/19	Sean Zweig	Discussions with internal team regarding certain claims and proposed next steps; Reviewing categorization of claims; Reviewing certain claims received	1.70
13/06/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing and considering claims organization chart	2.00
14/06/19	Sean Zweig	Reviewing draft [REDACTED] from Cassels; Discussions with M. Shakra regarding same	0.30
14/06/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing and considering claims chart; Reviewing	3.00



Date	Name	Description	Hours
		and considering [REDACTED]	

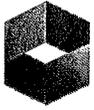
Total Hours	20.10
Total Professional Services	\$ 11,153.00

Name	Hours
Sean Zweig	4.50
Aiden Nelms	7.90
Mike Shakra	7.70

Disbursements	Amount
Courier	\$ 201.66
Total Disbursements	\$ 201.66

Other Charges	Amount
Printing	\$ 7.75
Total Other Charges	\$ 7.75

GST/HST	\$ 1,477.11
<b>TOTAL DUE</b>	<b>\$ 12,839.52</b>



Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: June 18, 2019  
Invoice: 1281425

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**Remittance Statement**

Professional Services	\$	11,153.00
Disbursements	\$	201.66
Other Charges	\$	7.75
Total Due before GST/HST	\$	11,362.41
GST/HST	\$	1,477.11
<b>Total Due in CAD</b>	<b>\$</b>	<b>12,839.52</b>

**Remit by Wire Transfer to:**

**Beneficiary Account Name:** Bennett Jones LLP  
**Beneficiary Address:** 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada  
**Beneficiary Bank:** Royal Bank of Canada  
**Bank Address:** 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada  
**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

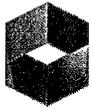
**Please include the invoice number on the wire.**

**Email notification may be sent to:** [bennettjonesoft@bennettjones.com](mailto:bennettjonesoft@bennettjones.com)

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP  
Suite 3400  
1 First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: June 27, 2019  
Invoice: 1282899

---

**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	6,880.00
Other Charges	\$	1.50
Total Due before GST/HST	\$	<u>6,881.50</u>
GST/HST	\$	894.60
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>7,776.10</u></b>

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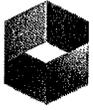


<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
17/06/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing revised letter regarding [REDACTED]	0.60
17/06/19	Aiden Nelms	Reviewing and considering revised draft of [REDACTED] along with other correspondence regarding the same	0.30
17/06/19	Sean Zweig	Discussions regarding [REDACTED]; Reviewing revised draft of same; Further correspondence regarding same	0.40
18/06/19	Aiden Nelms	Reviewing and considering updated Payless Claims Register and Categorized Payless Claims; Reviewing and considering First Supplemental Declaration of Matthew Diaz in the U.S. Proceedings; Corresponding with S. Zweig and M. Shakra regarding same	1.10
18/06/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing revised claims summary; Reviewing documents from US proceedings	1.60
18/06/19	Sean Zweig	Reviewing updated claims register, and discussions regarding same; Reviewing Ch. 11 hearing agenda; Reviewing First Supplemental Declaration of Matthew Diaz; Emails with A. Nelms regarding same	1.00
19/06/19	Aiden Nelms	Reading and considering email from S. Van Allen regarding Service List; Revising the Service List accordingly; Corresponding with FTI regarding same	0.50
19/06/19	Mike Shakra	[REDACTED]	3.60
19/06/19	Sean Zweig	Reviewing amended agenda for Ch. 11 hearing	0.10
20/06/19	Aiden Nelms	Attending U.S. Hearing telephonically; Corresponding with S. Zweig and M. Shakra regarding same	1.50
20/06/19	Mike Shakra	Reviewing and responding to file related emails	0.20
20/06/19	Sean Zweig	Discussion with M. Shakra regarding late-filed claims; Correspondence with J. Robinson and M. Shakra; Discussion with A. Nelms regarding Ch. 11 hearing	0.50
21/06/19	Mike Shakra	Reviewing and responding to file related emails; Addressing various issues in respect of claims	0.40

Date	Name	Description	Hours
21/06/19	Sean Zweig	Correspondence with FTI and CBB	0.20
Total Hours			12.00
Total Professional Services			\$ 6,880.00

Name	Hours
Sean Zweig	2.20
Aiden Nelms	3.40
Mike Shakra	6.40

Other Charges	Amount
Printing	\$ 1.50
Total Other Charges	\$ 1.50
GST/HST	\$ 894.60
TOTAL DUE	\$ <u>7,776.10</u>



Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: June 27, 2019  
Invoice: 1282899

---

**Remittance Statement**

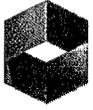
Professional Services	\$	6,880.00
Other Charges	\$	1.50
Total Due before GST/HST	\$	6,881.50
GST/HST	\$	894.60
<b>Total Due in CAD</b>	<b>\$</b>	<b>7,776.10</b>

**Remit by Wire Transfer to:**

**Beneficiary Account Name:** Bennett Jones LLP  
**Beneficiary Address:** 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada  
**Beneficiary Bank:** Royal Bank of Canada  
**Bank Address:** 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada  
**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

**Please include the invoice number on the wire.**  
**Email notification may be sent to:** [bennettjonesoft@bennettjones.com](mailto:bennettjonesoft@bennettjones.com)  
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Call an Accounts Receivable Specialist at  
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



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FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: July 3, 2019  
Invoice: 1283557

---

**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	3,278.00
Other Charges	\$	584.50
Total Due before GST/HST	\$	<u>3,862.50</u>
GST/HST	\$	502.13
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>4,364.63</u></b>

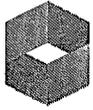
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Date	Name	Description	Hours
25/06/19	Aiden Nelms	Reading and considering email from M. Shakra regarding [REDACTED]; Reading and considering [REDACTED]	0.20
25/06/19	Mike Shakra	Reviewing and responding to file related emails; Considering issues in respect of [REDACTED] and discussing same with internal and FTI teams	1.70
25/06/19	Sean Zweig	Reviewing Orders granted in US proceeding; Discussions with M. Shakra regarding [REDACTED], and reviewing correspondence in connection with same	0.50
26/06/19	Mike Shakra	Reviewing and responding to file related emails	0.20
26/06/19	Sean Zweig	Correspondence with J. Robinson regarding [REDACTED]; Reviewing materials filed in Ch. 11 proceeding	0.50
27/06/19	Aiden Nelms	Conference call with CBB and FTI regarding update	0.40
27/06/19	Mike Shakra	Reviewing and responding to file related emails; Preparing for and attending weekly call	1.00
27/06/19	Sean Zweig	Emails with M. Basso regarding [REDACTED]; Update call with Monitor and CBB	0.70
Total Hours			5.20
Total Professional Services			\$ 3,278.00

Name	Hours
Sean Zweig	1.70
Aiden Nelms	0.60
Mike Shakra	2.90

Other Charges	Amount
Library Computer Search - WestlawNext Canada	\$ 584.50
Total Other Charges	\$ 584.50
GST/HST	\$ 502.13
TOTAL DUE	\$ 4,364.63



# Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: July 3, 2019  
Invoice: 1283557

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## Remittance Statement

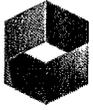
Professional Services	\$	3,278.00
Other Charges	\$	584.50
Total Due before GST/HST	\$	3,862.50
GST/HST	\$	502.13
<b>Total Due in CAD</b>	<b>\$</b>	<b>4,364.63</b>

### Remit by Wire Transfer to:

**Beneficiary Account Name:** Bennett Jones LLP  
**Beneficiary Address:** 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada  
**Beneficiary Bank:** Royal Bank of Canada  
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**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

**Please include the invoice number on the wire.**  
**Email notification may be sent to:** [bennettjoneseft@bennettjones.com](mailto:bennettjoneseft@bennettjones.com)  
Remit by Credit Card (Visa or MasterCard):  
Call an Accounts Receivable Specialist at  
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Bennett Jones

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Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: July 4, 2019  
Invoice: 1283687

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**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	17,597.00
Disbursements	\$	78.00
Other Charges	\$	24.25
Total Due before GST/HST	\$	<u>17,699.25</u>
GST/HST	\$	2,300.90
Less Credit Applied	\$	(20,000.15)
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>0.00</u></b>

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Date	Name	Description	Hours
01/06/19	Mike Shakra	Reviewing and responding to file related emails	0.40
01/06/19	Sean Zweig	Various emails with Monitor, M. Shakra and J. Dietrich regarding [REDACTED]	0.50
02/06/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing [REDACTED]	0.60
03/06/19	Aiden Nelms	Reading and considering emails from L. Pearson and E. Dong regarding [REDACTED] Reviewing [REDACTED] Emailing L. Pearson and E. Dong regarding same	0.70
03/06/19	John Gilmore	Attendance at interoffice consultation with S. Zweig; Telephone conversations with M. Constantine (2); Reviewing [REDACTED]	1.70
03/06/19	Sean Zweig	Emails with counsel for two creditors regarding claims package; Preparing for stay extension motion; Call with J. Gilmore	1.20
03/06/19	Mike Shakra	Reviewing and responding to file related emails; Preparing for stay extension hearing and court-call set up	1.50
04/06/19	Aiden Nelms	Preparing for court appearance; Appearing via court call seeking Orders for an extension of the stay and approval of the Monitor and Monitor's counsels' fees	1.30
04/06/19	Sean Zweig	Attending at stay extension motion (by CourtCall); Discussions regarding revised employee claims, and reviewing revised analysis; Reviewing application filed for Canadian counsel to UCC; Emails regarding same	1.40
04/06/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing and considering [REDACTED] Preparing for and participating in stay extension hearing	3.00
05/06/19	Aiden Nelms	Multiple phone calls with [REDACTED] regarding Notice Of Dispute filed; Reviewing and revising Amended Employee Claim Statement	2.40
05/06/19	Sean Zweig	Emails and discussions regarding amended employee claims	0.30
05/06/19	Mike Shakra	Reviewing and responding to file related emails;	2.50



Date	Name	Description	Hours
		Drafting and editing revised employee claim notice	
06/06/19	Aiden Nelms	Reviewing and revising Notice of Amended Employee Claim Statement; Phone call with [REDACTED] regarding Notice of Dispute file; Call with L. Pearson regarding same; Phone call with J. Robinson regarding Amended Employee Claim Statement; Revising Amended Employee Claim Statement and corresponding Notice of Dispute; Reviewing CBB comments regarding the same; Phone call with T. Ashmeade regarding CBSA Bond issue update	3.10
06/06/19	Christina Skinner	Translating claim documents from English to French	1.90
06/06/19	Olivier Caron	Translating employee claim statements and notices for M. Shakra	6.50
06/06/19	Sean Zweig	Reviewing and commenting on Notice of Revised Employee Claim Statement; Reviewing cash flow variance analysis; Reviewing draft Amended Employee Claim Statements; Reviewing CBB's comments on revised claim statements; Discussion regarding [REDACTED]	0.70
06/06/19	Mike Shakra	Revising employee claim notice and participating in call in respect of same	1.40
07/06/19	Aiden Nelms	Reviewing and revising [REDACTED] of Amended Employee Claim Statements; Reviewing and considering Amended Declaration of M. Diaz and drafting email to FTI regarding same	2.60
07/06/19	Sean Zweig	Emails in connection with amended employee claims; Emails regarding claims bar date; Reviewing amended declaration of FTI Consulting Inc.; Emails regarding same; Reviewing materials filed in US proceeding	0.80
07/06/19	Mike Shakra	Reviewing and responding to file related emails; Coordinating [REDACTED] of updated employee claim forms; Reviewing amended declaration	1.50
Total Hours			36.00
Total Professional Services \$			17,597.00

Name	Hours
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July 4, 2019  
Page 4

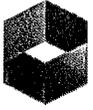
Client:  
Invoice No.:

076142.00007  
1283687

<b>Name</b>	<b>Hours</b>
John Gilmore	1.70
Sean Zweig	4.90
Aiden Nelms	10.10
Mike Shakra	10.90
Olivier Caron	6.50
Christina Skinner	1.90

<b>Disbursements</b>	<b>Amount</b>
Miscellaneous	\$ 78.00
<b>Total Disbursements</b>	<b>\$ 78.00</b>

<b>Other Charges</b>	<b>Amount</b>
Printing	\$ 24.25
<b>Total Other Charges</b>	<b>\$ 24.25</b>
GST/HST	\$ 2,300.90
Less Credit Applied	\$ (20,000.15)
<b>TOTAL DUE</b>	<b>\$ 0.00</b>



# Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: July 4, 2019  
Invoice: 1283687

### Remittance Statement

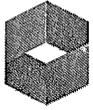
Professional Services	\$	17,597.00
Disbursements	\$	78.00
Other Charges	\$	24.25
Total Due before GST/HST	\$	17,699.25
GST/HST	\$	2,300.90
Less Credit Applied	\$	(20,000.15)
<b>Total Due in CAD</b>	<b>\$</b>	<b>0.00</b>

**Remit by Wire Transfer to:**

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**Beneficiary Bank:** Royal Bank of Canada  
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**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

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Bennett Jones

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Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: July 16, 2019  
Invoice: 1286060

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**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	7,921.00
Other Charges	\$	42.75
Total Due before GST/HST	\$	<u>7,963.75</u>
GST/HST	\$	1,035.29
Less Credit Applied	\$	(4,791.20)
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>4,207.84</u></b>

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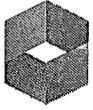
<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
03/07/19	Mike Shakra	Reviewing Shea declaration	0.40
03/07/19	Sean Zweig	Reviewing Supplemental Declaration of Patrick Shea in US proceeding	0.10
04/07/19	Aiden Nelms	Reviewing and revising the Service List; Corresponding with T. Ashmeade and FTI regarding same; Reviewing and considering Supplemental Declaration of E. Patrick Shea in the US Proceedings; Reviewing updated claims register	1.10
04/07/19	Mike Shakra	Reviewing employee notice of dispute and revised claim	0.20
04/07/19	Sean Zweig	Reviewing updated claims register, categorization of claims and a Notice of Dispute; Email to J. Gilmore regarding same; Reviewing correspondence with landlord regarding [REDACTED]	0.70
05/07/19	Mike Shakra	Reviewing and responding to file related emails	0.40
05/07/19	Sean Zweig	Call with J. Gilmore; Reviewing email from M. Sassi regarding two claims to be amended; Emails regarding same	0.50
06/07/19	Mike Shakra	Considering issues in [REDACTED]	0.30
06/07/19	Sean Zweig	Reviewing materials filed in US proceeding	0.20
07/07/19	Sean Zweig	Reviewing materials filed in US proceeding	0.70
08/07/19	Aiden Nelms	Reviewing and revising Amended Employee Claims Statements and Notices of Dispute; Conferring with M. Shakra regarding same	0.40
08/07/19	Mike Shakra	Reviewing and responding to file related emails; Considering [REDACTED]	2.00
08/07/19	Sean Zweig	Emails regarding amended employee claims; Reviewing amended claim statements, and emails regarding same	0.50
10/07/19	Sean Zweig	Reviewing materials filed in US proceeding	0.30
11/07/19	Aiden Nelms	Conference call with FTI and CBB regarding weekly update	0.40



Date	Name	Description	Hours
11/07/19	Sean Zweig	Call with Monitor and CBB	0.30
15/07/19	Aiden Nelms	Reviewing and considering new Payless US Cash Collateral Order; Reviewing Term Lenders Credit Agreement [REDACTED] Corresponding with S. Zweig regarding same; Telephone call with N. Levine regarding same	1.60
15/07/19	Mike Shakra	Reviewing and considering US cash collateral order	1.30
15/07/19	Sean Zweig	Various emails and discussions throughout day regarding cash collateral order, and reviewing same; Reviewing letter sent to City of Montreal; Reviewing materials filed in Ch. 11 proceeding	1.70
Total Hours			13.10
Total Professional Services			\$ 7,921.00

Name	Hours
Sean Zweig	5.00
Aiden Nelms	3.50
Mike Shakra	4.60

Other Charges	Amount
Printing	\$ 42.75
Total Other Charges	\$ 42.75
GST/HST	\$ 1,035.29
Less Credit Applied	\$ (4,791.20)
<b>TOTAL DUE</b>	<b>\$ 4,207.84</b>



# Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: July 16, 2019  
Invoice: 1286060

---

## Remittance Statement

Professional Services	\$	7,921.00
Other Charges	\$	42.75
Total Due before GST/HST	\$	7,963.75
GST/HST	\$	1,035.29
Less Credit Applied	\$	(4,791.20)
<b>Total Due in CAD</b>	<b>\$</b>	<b>4,207.84</b>

### Remit by Wire Transfer to:

**Beneficiary Account Name:** Bennett Jones LLP  
**Beneficiary Address:** 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada  
**Beneficiary Bank:** Royal Bank of Canada  
**Bank Address:** 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada  
**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

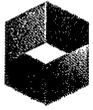
**Please include the invoice number on the wire.**

**Email notification may be sent to:** [bennettjoneseft@bennettjones.com](mailto:bennettjoneseft@bennettjones.com)

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP  
Suite 3400  
1 First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: August 6, 2019  
Invoice: 1288918

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**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	22,701.50
Disbursements	\$	18.06
Other Charges	\$	5.75
Total Due before GST/HST	\$	<u>22,725.31</u>
GST/HST	\$	2,954.29
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>25,679.60</u></b>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at [www.bennettjones.com](http://www.bennettjones.com). GST/HST number: 119346757



Date	Name	Description	Hours
04/07/19	John Gilmore	Reviewing correspondence from S. Zweig; Reviewing employees' notice of dispute; Reviewing [REDACTED]	1.90
05/07/19	John Gilmore	Reviewing correspondence from M. Sassi; Attendance at interoffice consultation with S. Zweig; Reviewing [REDACTED] [REDACTED]	1.10
17/07/19	Aiden Nelms	Reviewing and considering certain US materials in advance of the US Hearing; Attending the US hearing by teleconference; Conferring with S. Zweig regarding same; Reviewing and considering new Canadian cash flows	2.00
17/07/19	Sean Zweig	Reviewing agenda for US Hearing; Discussion with A. Nelms regarding hearing; Reviewing updated cash flow forecast; Emails with J. Robinson regarding same; Reviewing variance analysis, and summary of same; Reviewing materials filed in US proceeding	1.00
18/07/19	Aiden Nelms	Conference call with CBB and FTI regarding weekly update; Drafting correspondence to S. Zweig and M. Shakra summarizing same; Reviewing updated Payless Claims Register	1.10
18/07/19	Sean Zweig	Emails with A. Nelms regarding weekly update call and issues arising therefrom; Reviewing updated claims summary/register; Reviewing additional claims filed	1.10
19/07/19	Sean Zweig	Call with N. Levine regarding [REDACTED]	0.30
21/07/19	Sean Zweig	Considering issues in connection with [REDACTED] [REDACTED]	0.70
22/07/19	Mike Shakra	Reviewing and responding to file related emails	0.20
23/07/19	Aiden Nelms	Meeting with internal team regarding Payless Update and tasks moving forward; [REDACTED] [REDACTED]; Reading and considering correspondence regarding call with Ankura, CBB, Akin and FTI in respect of Canadian Entities, the US Plan and next steps	1.20
23/07/19	Preet Bell	Internal meeting regarding next steps and [REDACTED] [REDACTED]	0.90



Date	Name	Description	Hours
		[REDACTED]	
23/07/19	Sean Zweig	Meeting with internal team, and discussing [REDACTED]; Further considering same	0.70
23/07/19	Mike Shakra	Reviewing and responding to file related emails; Participating in internal meeting regarding [REDACTED]; Tracking down store list	1.00
24/07/19	Mike Shakra	Reviewing and responding to file related emails	0.20
25/07/19	Aiden Nelms	Reading and considering various Orders granted in the US Proceedings; Researching and reviewing [REDACTED]; Weekly conference call with FTI and CBB regarding updates	1.80
25/07/19	Preet Bell	Conducting research and analysis with respect to [REDACTED] Reviewing and analyzing [REDACTED]	3.60
25/07/19	Sean Zweig	Call with Monitor and CBB; Considering issues arising therefrom	0.80
26/07/19	Sean Zweig	Reviewing update email from J. Robinson	0.10
27/07/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing amended cash collateral order	0.50
27/07/19	Sean Zweig	Reviewing revised drafts of US cash collateral order and consent motion; Reviewing Canadian budget, and emails regarding same	1.30
28/07/19	Sean Zweig	Further emails regarding US cash collateral order, Canadian budget, etc.	0.40
29/07/19	Sean Zweig	Reviewing correspondence from landlord and emails with Monitor regarding same; Call with J. Robinson and M. Shakra; Call with T. Bauer regarding [REDACTED]; Reviewing cash collateral motion filed	1.30
29/07/19	Thomas Bauer	Discussion with S. Zweig [REDACTED]	0.20
29/07/19	Mike Shakra	Reviewing and responding to file related emails; Considering issues in respect of [REDACTED]; Considering [REDACTED]	1.50



Date	Name	Description	Hours
30/07/19	Nicholas Arrigo	Calls with S. Zweig and J. Morand regarding [REDACTED]; Discussions with T. Bauer;	3.30
30/07/19	Thomas Bauer	Telephone call from J. Morand (Cassels) regarding [REDACTED] Discussion with S. Zweig regarding same; Meeting with N. Arrigo regarding [REDACTED]	1.30
30/07/19	Sean Zweig	Call with T. Bauer; Many emails with CBB team; Further discussion with T. Bauer; Reviewing email from N. Levine to landlord; Emails with J. Robinson	0.90
30/07/19	Mike Shakra	Reviewing and responding to file related emails; Considering [REDACTED] and discussing same with internal team	0.80
31/07/19	Nicholas Arrigo	Call with J. Morand; Researching [REDACTED]	3.20
31/07/19	Thomas Bauer	Telephone conference with J. Morand regarding [REDACTED]; Follow-up discussion with N. Arrigo regarding same	0.80
31/07/19	Sean Zweig	Emails with T. Bauer regarding [REDACTED]; Reviewing materials filed in Ch. 11 proceeding	0.30
Total Hours			35.50
Total Professional Services			\$ 22,701.50

Name	Hours
John Gilmore	3.00
Preet Bell	4.50
Thomas Bauer	2.30
Sean Zweig	8.90
Nicholas Arrigo	6.50
Aiden Nelms	6.10
Mike Shakra	4.20

Disbursements	Amount
Courier	\$ 18.06
Total Disbursements	\$ 18.06

Other Charges	Amount
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<b>Other Charges</b>		<b>Amount</b>
Printing	\$	5.75
Total Other Charges	\$	5.75
GST/HST	\$	2,954.29
<b>TOTAL DUE</b>	<b>\$</b>	<b>25,679.60</b>



# Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: August 6, 2019  
Invoice: 1288918

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## Remittance Statement

Professional Services	\$	22,701.50
Disbursements	\$	18.06
Other Charges	\$	5.75
Total Due before GST/HST	\$	<u>22,725.31</u>
GST/HST	\$	2,954.29
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>25,679.60</u></b>

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**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

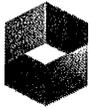
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Call an Accounts Receivable Specialist at

(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

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Suite 3400  
1 First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: August 19, 2019  
Invoice: 1291407

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**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	62,493.00
Other Charges	\$	152.00
Total Due before GST/HST	\$	<u>62,645.00</u>
GST/HST	\$	8,143.85
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>70,788.85</u></b>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at [www.bennettjones.com](http://www.bennettjones.com). GST/HST number: 119346757



<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
01/08/19	Nicholas Arrigo	Conducting research regarding [REDACTED]	3.60
01/08/19	Mike Shakra	Reviewing and responding to file related emails; Participating in update call [REDACTED]	0.50
01/08/19	Sean Zweig	Call with internal team regarding [REDACTED]; Emails with CBB team regarding same; Emails with Monitor regarding same	0.70
01/08/19	Thomas Bauer	Telephone conference with S. Zweig and N. Arrigo regarding potential [REDACTED]; Discussion with N. Arrigo regarding [REDACTED]	0.70
02/08/19	Nicholas Arrigo	Conducting research [REDACTED]	6.10
02/08/19	Sean Zweig	Reviewing Notice of Hearing	0.10
04/08/19	Mike Shakra	Reviewing and responding to file related emails; Undertaking preliminary review of CCAA plan	3.00
05/08/19	Mike Shakra	Reviewing and responding to file related emails	0.40
05/08/19	Sean Zweig	Reviewing draft CCAA Plan and considering same; Reviewing agenda for upcoming Ch. 11 hearing	1.20
06/08/19	Aiden Nelms	Reviewing draft Canadian Plan; Call with CBB regarding same; Corresponding with CBB and M. Shakra	3.00
06/08/19	Nicholas Arrigo	Conducting research regarding [REDACTED]; [REDACTED] Email to T. Bauer summarizing issues; Reviewing CCAA plan	4.50
06/08/19	Sean Zweig	Emails with J. Robinson regarding [REDACTED]; Call with CBB team regarding update and draft CCAA Plan; Reviewing amended agenda for Ch. 11 hearing	0.90
06/08/19	Mike Shakra	Reviewing and responding to file related emails	0.30
07/08/19	Sean Zweig	Call with T. Bauer and N. Arrigo [REDACTED]; [REDACTED]; Detailed review of draft CCAA Plan, and considering [REDACTED]; Call with N. Levine regarding status; Emails with CBB	2.80
07/08/19	Mike Shakra	Reviewing and responding to file related emails; Attending US hearing telephonically	1.20



Date	Name	Description	Hours
07/08/19	Nicholas Arrigo	Conducting research regarding [REDACTED] [REDACTED] Call with T. Bauer regarding same	6.50
07/08/19	Thomas Bauer	Analysis regarding [REDACTED] [REDACTED] Discussion with N. Arrigo regarding same	1.80
08/08/19	Aiden Nelms	Meeting with S. Zweig and M. Shakra regarding CBB's initial draft of proposed Plan; Conference call with FTI and internal working group regarding same; Reviewing and considering [REDACTED]; Reviewing and considering updated Payless Claims Register and accompanying documents	3.40
08/08/19	Mike Shakra	Reviewing and responding to file related emails; Participating in Plan meeting; Participating in tax meeting; Reviewing plan	2.50
08/08/19	Nicholas Arrigo	Attending call with Monitor regarding [REDACTED] Research regarding [REDACTED]	3.60
08/08/19	Sean Zweig	Meeting with internal team regarding review of CCAA Plan; Emails with CBB regarding scheduling of further hearing; Call with FTI regarding [REDACTED] [REDACTED] Follow-up discussion with internal team; Reviewing precedent [REDACTED], and discussing same; Reviewing updated claims register and new claims filed; Emails with J. Robinson and T. Bauer	2.70
08/08/19	Thomas Bauer	Telephone conference with FTI and BJ teams regarding tax matter and CCAA proceeding; Follow-up discussion with S. Zweig regarding same	1.20
09/08/19	Aiden Nelms	Meeting with S. Zweig and P. Bell regarding [REDACTED] [REDACTED]; Reviewing and revising Canadian Plan to include internal working group's suggested changes; Corresponding with M. Shakra regarding same	2.50
09/08/19	Mike Shakra	Reviewing and responding to file related emails; Discussing amendments to plan with A. Nelms	0.40
09/08/19	Sean Zweig	Meeting with P. Bell and A. Nelms regarding [REDACTED] [REDACTED]	0.30
09/08/19	Preet Bell	Internal meeting regarding next steps and [REDACTED] [REDACTED] Reviewing materials in respect of	1.80



Date	Name	Description	Hours
		Conducting research and analysis in [REDACTED]	
10/08/19	Mike Shakra	Reviewing and responding to file related emails; Revising updated plan	1.00
11/08/19	Aiden Nelms	Reviewing and revising draft Plan; Corresponding with S. Zweig and M. Shakra regarding same	0.90
11/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing updated claim register; Revising plan and discussing same with internal team	3.00
11/08/19	Sean Zweig	Email with M. Shakra regarding [REDACTED]	0.20
12/08/19	Aiden Nelms	Reviewing U.S. Plan disclosure statement	0.80
12/08/19	Sean Zweig	Reviewing and commenting on draft note to Faskens; Reviewing T. Bauer's comments on same; Email to Monitor with update; Emails regarding [REDACTED]; Emails with J. Robinson regarding draft US Plan; Preliminary review of CCAA Plan mark-up	1.20
12/08/19	Nicholas Arrigo	Reviewing draft note to secured lenders regarding [REDACTED]; Reviewing Chapter 11 plan; Discussions with T. Bauer	3.10
12/08/19	Preet Bell	Conducting research and analysis on [REDACTED] [REDACTED] [REDACTED] Reviewing and analyzing materials in respect of [REDACTED] [REDACTED] Conducting research and analysis [REDACTED] [REDACTED]	7.80
12/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing revisions to Canadian Plan and discussing same with internal team; Reviewing email to lenders and considering various issues in connection with same	2.70
12/08/19	Thomas Bauer	Discussion with N. Arrigo regarding [REDACTED] [REDACTED] Review draft summary for Payless lenders, consider [REDACTED] [REDACTED] with S. Zweig and M. Shakra regarding same	1.00

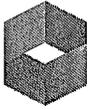
<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
13/08/19	Aiden Nelms	Meeting with S. Zweig regarding mark-up of Canadian Plan; Reviewing and revising Canadian Plan; Reviewing and considering emails regarding [REDACTED] [REDACTED] Circulating Bennett Jones mark-up of Canadian Plan to CBB	2.10
13/08/19	Sean Zweig	Reviewing mark-up of CCAA Plan, and providing comments; Discussions with internal team regarding same; Reviewing revised draft; Emails with Faskens and Monitor regarding [REDACTED] [REDACTED] Call with J. Robinson; Reviewing and considering US draft Plan and Disclosure Statement; Reviewing updated claims register and late filed claims	4.30
13/08/19	Nicholas Arrigo	Reviewing CCAA plan; [REDACTED]	2.20
13/08/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED] [REDACTED] Considering [REDACTED] [REDACTED] Conducting further [REDACTED]	1.90
13/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing US Plan and Disclosure statement	2.50
14/08/19	Aiden Nelms	Reviewing and commenting on the US Plan; Conference call with working group and CBB regarding Canadian Plan; Reviewing and considering CBB email to S. Brotman regarding Canadian Plan	3.70
14/08/19	Sean Zweig	Completing review of US materials, and discussing same; Emails with J. Robinson regarding CCAA Plan; Reviewing claims analysis from Monitor; Call with CBB regarding CCAA Plan mark-up and [REDACTED] [REDACTED]; Reviewing email sent to Faskens; Call with Monitor regarding path forward and [REDACTED] [REDACTED] Follow-up call with T. Bauer; [REDACTED] [REDACTED] Reviewing materials filed in Ch. 11 proceeding	3.00
14/08/19	Nicholas Arrigo	Reviewing CCAA plan; [REDACTED] Discussion with T. Bauer	2.00
14/08/19	Preet Bell	Reviewing [REDACTED] [REDACTED]	2.00



Date	Name	Description	Hours
		Attending conference call with Cassels Brock regarding revisions and potential changes to Plan of Arrangement; Considering [REDACTED] Internal discussions regarding same and potential revisions	
14/08/19	Mike Shakra	Reviewing and responding to file related emails; Participating in multiple follow-up calls regarding [REDACTED] Reviewing revised claim summary	2.50
14/08/19	Thomas Bauer	Discussion with S. Zweig regarding update on plan	0.20
15/08/19	Aiden Nelms	Reviewing and considering changes to US draft Plan; Conference call with FTI and CBB regarding Plan and next steps	1.20
15/08/19	Sean Zweig	Reviewing CBB comments on Chapter 11 Plan and Disclosure Statement; Call with Monitor and CBB	1.30
15/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing CBB comments on US Plan and Disclosure Statement	0.30
Total Hours			106.60
Total Professional Services			\$ 62,493.00

Name	Hours
Preet Bell	13.50
Thomas Bauer	4.90
Sean Zweig	18.70
Nicholas Arrigo	31.60
Aiden Nelms	17.60
Mike Shakra	20.30

Other Charges	Amount
Printing	\$ 152.00
Total Other Charges	
	\$ 152.00
GST/HST	
	\$ 8,143.85
TOTAL DUE	
	\$ 70,788.85



Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: August 19, 2019  
Invoice: 1291407

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**Remittance Statement**

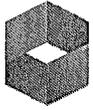
Professional Services	\$	62,493.00
Other Charges	\$	152.00
Total Due before GST/HST	\$	62,645.00
GST/HST	\$	8,143.85
<b>Total Due in CAD</b>	<b>\$</b>	<b>70,788.85</b>

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**Beneficiary Account Name:** Bennett Jones LLP  
**Beneficiary Address:** 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada  
**Beneficiary Bank:** Royal Bank of Canada  
**Bank Address:** 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada  
**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

**Please include the invoice number on the wire.**  
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Remit by Credit Card (Visa or MasterCard):  
Call an Accounts Receivable Specialist at  
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP  
Suite 3400  
1 First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: September 5, 2019  
Invoice: 1293533

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**PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:**

Professional Services	\$	43,527.50
Other Charges	\$	114.75
Total Due before GST/HST	\$	<u>43,642.25</u>
GST/HST	\$	5,673.49
<b>Total Due in CAD</b>	<b>\$</b>	<b><u>49,315.74</u></b>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at [www.bennettjones.com](http://www.bennettjones.com). GST/HST number: 119346757



Date	Name	Description	Hours
08/08/19	Phil Ward	Discussion with N. Arrigo regarding [REDACTED]	0.50
16/08/19	Sean Zweig	Discussing [REDACTED] with J. Robinson, and reviewing document in connection with same; Considering same; Preliminary review of materials filed by UCC in US proceeding, and emails regarding same	1.10
16/08/19	Mike Shakra	Reviewing and responding to file related emails	0.20
17/08/19	Mike Shakra	Reviewing and considering estimate prepared by FTI	0.50
18/08/19	Sean Zweig	Reviewing correspondence with CBB and Monitor	0.30
19/08/19	Aiden Nelms	Reviewing and considering Motion, Complaint and Objection of the UCC in the US Proceedings; Conferring with S. Zweig regarding same; Drafting email to S. Zweig regarding same	1.70
19/08/19	Mike Shakra	Reviewing and responding to file related emails; Participating in advisor call regarding [REDACTED]	1.00
19/08/19	Sean Zweig	Call with CBB and Monitor regarding [REDACTED]; Various discussions with internal team, Monitor and CBB regarding UCC objection	1.50
20/08/19	Sean Zweig	Reviewing illustrative recovery analysis and considering same; Discussion with P. Bell regarding [REDACTED]; Reviewing variance analysis; Update call with Monitor and CBB; Reviewing materials filed in US proceeding; Considering next steps	1.60
20/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing US materials and discussing same with A. Nelms; Participating in update call	1.70
20/08/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED] [REDACTED] [REDACTED] Reviewing materials regarding same	0.40
20/08/19	Aiden Nelms	Reviewing and considering illustrative recovery analysis; Reviewing and considering July month-end budget to actual; Conference call with FTI and CBB regarding US Plan, Canadian Plan and new developments with respect to the Term Lenders	0.90



<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
21/08/19	Aiden Nelms	Conference call with FTI and CBB regarding conversations with the Term Lenders regarding path forward; Conferring with M. Shakra regarding next report and task allocation; Reading and considering email from FTI regarding same	1.20
21/08/19	Nicholas Arrigo	Reviewing CCAA plan	1.20
21/08/19	Mike Shakra	Reviewing and responding to file related emails	0.30
21/08/19	Thomas Bauer	Review draft CCAA Plan	0.50
21/08/19	Sean Zweig	Call with CBB and Monitor regarding [REDACTED]; Follow-up call with J. Robinson; Reviewing draft email in connection with [REDACTED], and discussing same; Call with T. Bauer regarding tax matters	1.30
22/08/19	Sean Zweig	Reviewing correspondence with Monitor and CBB regarding [REDACTED] to lenders in connection with [REDACTED]; Update call with CBB and Monitor; Reviewing Supplement to Disclosure Statement	1.10
22/08/19	Mike Shakra	Reviewing and responding to file related emails; Participating in update call	1.50
22/08/19	Aiden Nelms	Conference call with CBB and FTI regarding weekly update; Drafting and revising Fifth Report of the Monitor	1.60
23/08/19	Aiden Nelms	Reviewing and revising draft of Meetings Order; Corresponding with S. Zweig regarding same	3.00
23/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing [REDACTED] on plan	1.00
23/08/19	Thomas Bauer	Review draft CCAA Plan and consider [REDACTED]; Email to S. Zweig	1.60
23/08/19	Sean Zweig	Reviewing draft Meetings Order; Emails regarding upcoming motion; Emails with internal team; Reviewing reporting in US proceeding	1.20
24/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing meetings order	2.00
25/08/19	Mike Shakra	Reviewing and responding to file related emails; Continuing review of meetings order	1.50



Date	Name	Description	Hours
25/08/19	Nicholas Arrigo	Reviewing CCAA plan; [REDACTED]	1.80
26/08/19	Aiden Nelms	Corresponding with S. Zweig and M. Shakra regarding mark-up of the Meetings Order; Creating cumulative mark-up of Meetings Order; Call with CBB and FTI regarding US Proceedings and the Canadian Plan moving forward; Meeting with internal working group regarding [REDACTED] related to the Plan; Meeting with internal working group to discuss cumulative mark-up of Meetings Order	2.90
26/08/19	Nicholas Arrigo	Reviewing CCAA plan; [REDACTED] Internal meeting regarding same	2.80
26/08/19	Thomas Bauer	Review draft CCAA Plan and meeting with internal team regarding same	1.00
26/08/19	Sean Zweig	Call with Monitor and CBB; Meeting with internal team regarding CCAA Plan and [REDACTED] Reviewing and commenting on proposed Meetings Order mark-up; Discussion with M. Shakra and A. Nelms regarding same	2.40
26/08/19	Mike Shakra	Reviewing and responding to file related emails; Considering issues [REDACTED]	0.80
27/08/19	Sean Zweig	Reviewing supplement to US disclosure statement; Reviewing and commenting on mark-up of Meetings Order; Emails with Faskens and Monitor; Reviewing analysis prepared by Term Lenders' counsel	1.80
27/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing recovery analysis and costs chart; Discussing revisions to meetings order	1.50
27/08/19	Aiden Nelms	Corresponding with T. Ashmeade regarding updated mark-up of the Plan; Reviewing and revising Meetings Order; Reviewing and revising cumulative mark-up of Meetings Order	2.30
27/08/19	Preet Bell	Phone call with S. Zweig regarding next steps	0.10
28/08/19	Aiden Nelms	Reviewing and considering [REDACTED]; Conference call with FTI discussing same; Conference call with FTI and Faskens discussing same; Reviewing and revising Meetings Order; Corresponding with S. Zweig and M. Shakra regarding same; Drafting correspondence to FTI	3.70



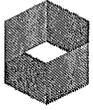
Date	Name	Description	Hours
		regarding same; Drafting correspondence to CBB regarding same	
28/08/19	Preet Bell	Reviewing and analyzing materials in respect of issues [REDACTED] [REDACTED] Drafting [REDACTED] [REDACTED]; Correspondence with S. Zweig regarding same	2.20
28/08/19	Thomas Bauer	Review draft language for Monitor's report, prepare mark-ups and correspondence with S. Zweig; Voicemail from Cassels Brock regarding [REDACTED]	0.60
28/08/19	Sean Zweig	Call with FTI; Call with Term Lenders' advisors; Reviewing and commenting on rider for Report; Emails with CBB; Call with J. Dietrich regarding tax matters; Reviewing T. Bauer's comments on rider for Report; Discussion with A. Nelms regarding issue for Meetings Order; Reviewing revised draft of same; Reviewing amended US Plan and Disclosure Statement	3.90
28/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing and commenting on revised meetings order; Participating in multiple update calls	3.30
29/08/19	Blake Haarstad	Meeting with T. Bauer regarding [REDACTED]	0.60
29/08/19	Thomas Bauer	Telephone conference with J. Morand regarding [REDACTED] and discussion with B. Haarstad regarding same	0.60
29/08/19	Sean Zweig	Call with T. Bauer; Update call with Monitor and CBB	0.80
29/08/19	Mike Shakra	Reviewing and responding to file related emails; Participating in update call; Reviewing US plan documents	1.20
29/08/19	Aiden Nelms	Reviewing and considering amended US Plan; Conferring with S. Zweig regarding same; Conference call with CBB and FTI regarding weekly update, US Plan, and next steps in Canadian Proceedings	2.20
30/08/19	Aiden Nelms	Drafting and revising Fifth Report of the Monitor; Reviewing and considering email from D. Chochla regarding updated [REDACTED];	2.00



Date	Name	Description	Hours
		Reviewing and considering updated Canada Net Cash Proceeds Funds Flow Scenarios chart	
30/08/19	Sean Zweig	Reviewing updated analysis from Term Lenders' advisors; Reviewing correspondence in connection [REDACTED]; Reviewing agenda for upcoming Ch. 11 hearing; Reviewing revised Meetings Order; Emails with Monitor regarding CCAA implementation matters	1.00
30/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing funds flow document; Reviewing revised meetings order	1.40
31/08/19	Aiden Nelms	Drafting and revising Fifth Report of the Monitor	1.00
31/08/19	Sean Zweig	Emails with J. Robinson regarding CCAA implementation matters and considering same; Reviewing and considering analysis regarding same	0.50
31/08/19	Mike Shakra	Reviewing and responding to file related emails; Reviewing revised reserve summary	0.30
Total Hours			73.10
Total Professional Services			\$ 43,527.50

Name	Hours
Preet Bell	2.70
Thomas Bauer	4.30
Sean Zweig	18.50
Phil Ward	0.50
Nicholas Arrigo	5.80
Aiden Nelms	22.50
Mike Shakra	18.20
Blake Haarstad	0.60

Other Charges	Amount
Printing	\$ 114.75
Total Other Charges	
	\$ 114.75
GST/HST	
	\$ 5,673.49
TOTAL DUE	
	\$ 49,315.74



Bennett Jones

FTI CONSULTING CANADA INC.  
SUITE 2010  
79 WELLINGTON STREET WEST  
TORONTO, ON M5K 1G8

**Attention: Greg Watson and  
Paul Bishop**

Re: Payless ShoeSource  
Our File Number: 076142.00007

Date: September 5, 2019  
Invoice: 1293533

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**Remittance Statement**

Professional Services	\$	43,527.50
Other Charges	\$	114.75
Total Due before GST/HST	\$	43,642.25
GST/HST	\$	5,673.49
<b>Total Due in CAD</b>	<b>\$</b>	<b>49,315.74</b>

**Remit by Wire Transfer to:**

**Beneficiary Account Name:** Bennett Jones LLP  
**Beneficiary Address:** 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada  
**Beneficiary Bank:** Royal Bank of Canada  
**Bank Address:** 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada  
**Account Details:** Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4  
**SWIFT Code:** ROYCCAT2

**Intermediary bank:** JP Morgan Chase Bank, New York  
ABA: 021000021, SWIFT Code: CHASUS33

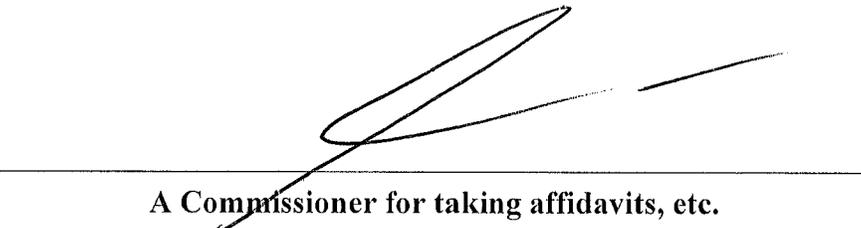
**Please include the invoice number on the wire.**  
**Email notification may be sent to:** [bennettjoneseft@bennettjones.com](mailto:bennettjoneseft@bennettjones.com)  
Remit by Credit Card (Visa or MasterCard):  
Call an Accounts Receivable Specialist at  
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.

**THIS IS EXHIBIT "B" REFERRED TO IN THE**

**AFFIDAVIT OF SEAN H. ZWEIG**

**SWORN**

**THE 12<sup>th</sup> DAY OF SEPTEMBER 2019**



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**A Commissioner for taking affidavits, etc.**

Aiden Nelms

**Exhibit "B"**

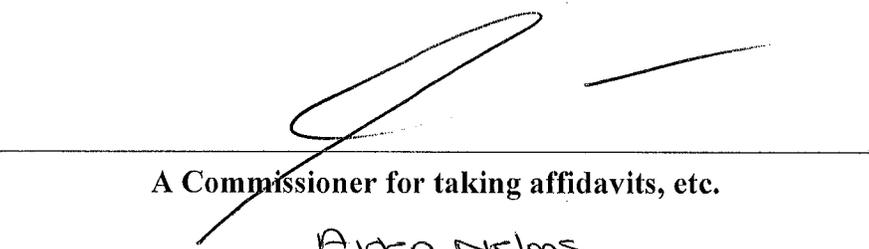
Invoice #	Period Ending	Date of Account	Fees	Expenses/ Disbursements	HST	Total
1278559	24-May-19	29-May-19	\$13,896.00	\$86.50	\$1,817.73	\$15,800.23
1279030	31-May-19	4-Jun-19	\$33,254.50	\$1,461.42	\$4,513.07	\$39,228.99
1281425	14-Jun-19	18-Jun-19	\$11,153.00	\$209.41	\$1,477.11	\$12,839.52
1282899	21-Jun-19	27-Jun-19	\$6,880.00	\$1.50	\$894.60	\$7,776.10
1283557	27-Jun-19	3-Jul-19	\$3,278.00	\$584.50	\$502.13	\$4,364.63
1283687	7-Jun-19	4-Jul-19	\$17,597.00	\$102.25	\$2,300.90	\$20,000.15
1286060	15-Jul-19	16-Jul-19	\$7,921.00	\$42.75	\$1,035.29	\$8,999.04
1288918	31-Jul-19	6-Aug-19	\$22,701.50	\$23.81	\$2,954.29	\$25,679.60
1291407	15-Aug-19	19-Aug-19	\$62,493.00	\$152.00	\$8,143.85	\$70,788.85
1293533	31-Aug-19	5-Sep-19	\$43,527.50	\$114.75	\$5,673.49	\$49,315.74
<b>TOTAL</b>			<b>\$222,701.50</b>	<b>\$2,779</b>	<b>\$29,312.46</b>	<b>\$254,792.85</b>

**THIS IS EXHIBIT "C" REFERRED TO IN THE**

**AFFIDAVIT OF SEAN H. ZWEIG**

**SWORN**

**THE 12<sup>th</sup> DAY OF SEPTEMBER 2019**



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**A Commissioner for taking affidavits, etc.**

Aiden Nelms

**Exhibit "C"**

<b>Timekeeper</b>	<b>Year of Call (if applicable)</b>	<b>Hourly Rate</b>	<b>Total Time</b>	<b>Fees</b>
Arrigo, Nicholas	2017	\$445	43.9	\$19,535.50
Bell, Preet	2008	\$720	20.7	\$14,904
Nelms, Aiden	2018	\$390	91.5	\$35,685.00
Shakra, Mike	2013	\$610	118	\$71,980.00
Zweig, Sean	2009	\$750	77.4	\$58,050.00
Thomas Bauer	2004	\$1,110	11.5	\$12,765.00
Phil Ward	2012	\$655	0.5	\$327.50
John Gilmore	1994	\$800	7.9	\$6,320.00
Blake Haarstad	Articling Student	\$250	0.6	\$150
Olivier Caron	Summer Student	\$235	6.5	\$1,527.50
Christina Skinner	Summer Student	\$235	1.9	\$446.50
Samuel Springer	Summer Student	\$235	0.8	\$188.00
Mehak Kawatra	Summer Student	\$235	3.5	\$822.50
<b>TOTAL</b>		<b>Total Hours:</b>	<b>384.7</b>	<b>\$222,701.50</b>

<p><b>Blended Rate</b>  (excluding expenses and HST)  <b>\$222,701.50 ÷ 384.7 hours =</b></p>	<p><b>\$578.90</b></p>
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**OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PAYLESS SHOESOURCE CANADA INC. AND  
PAYLESS SHOESOURCE CANADA GP INC. (the "Applicants")**

Court File No.: CV-19-00614629-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**AFFIDAVIT OF SEAN H. ZWEIG  
(sworn September 12<sup>th</sup> 2019)**

**BENNETT JONES LLP**  
3400 One First Canadian Place  
P.O. Box 130  
Toronto, Ontario M5X 1A4

**Sean H. Zweig (LSO #57307D)**  
**Michael Shakra (LSO # 64604K)**  
**Aiden Nelms (LSO# 74170S)**

Tel: (416) 863-1200  
Fax: (416) 863-1716

Counsel to the Monitor,  
FTI Consulting Canada Inc.