

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re Chapter 11
ETOYS, INC., *et al.*, Case Nos. 01-706 (MFW) through
01-709 (MFW)
Debtors. Jointly Administered
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**AFFIDAVIT OF STEVEN HAAS IN SUPPORT
OF COLLATERAL LOGISTICS, INC.'S REQUEST
FOR PAYMENT OF EXPENSES**

STATE OF California)
COUNTY OF *Los Angeles*)

STEVEN HAAS, being duly sworn, deposes and says:

1. I am over twenty-one (21) years of age, of sound mind, capable of making this Affidavit and fully competent to testify to the matters stated herein, and I have personal knowledge of the matters set forth herein.
2. I am an officer and shareholder of Collateral Logistics, Inc ("CLI"), and I am the person at CLI in charge of the proposed engagement of CLI, by the debtor and debtors in possession in these chapter 11 cases (the "Debtors").
3. CLI has been retained in these cases to render services to the Debtors, in accordance with the terms of the Amendment to Collateral Maintenance and Liquidation Services Agreement (the "Agreement") that was approved by order of this Court.
4. The contents and statements contained in Exhibits "A" and "B", which are both annexed hereto and incorporated herein by reference, as if fully set forth herein are true and correct.
5. In furtherance of rendering such services, CLI has incurred the payroll expenses set forth in greater detail on the attached Exhibit A, "Payroll for Collateral Logistics, Inc.", and is seeking payment of such in the amount of \$50,312.40.

6. CLI has incurred the payroll expenses for each and every one of the employees listed on Exhibit "A", each of whom have performed the services, for the period identified on set forth on Exhibit "A", which services were necessary to CLI's rendition of services and have benefited the estates.

7. CLI understands that it is solely responsible for the payment of the payroll and any other charges, including taxes related to the employment by CLI of those individuals identified on Exhibit "A".

8. CLI will not seek any additional payroll expenses from these estates, except to the extent that the payroll expenses sought are approved, in writing, by the Debtors and the Committee prior to CLI's incurrence of such expenses.

9. CLI has received the approval of the Debtors and the Committee to the reimbursement of non payroll related expenses set forth on Exhibit "B" incurred by CLI since the commencement of CLI's services in the amount of \$82,642.65, of which the Debtors have paid \$66,570.47 to CLI.

10. CLI will not seek any additional reimbursement of non payroll expenses from the estates, except to the extent that such non payroll related expenses are approved, in writing, by the Debtors and the Committee prior to CLI's incurrence of such expenses.

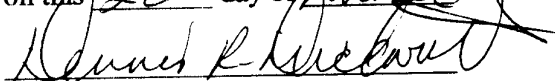
11. Except as otherwise identified herein, the only other amounts CLI may seek to recover from the estates are those amounts that constitute a "success fee" under, and in accordance with the Agreement. Specifically the commission on the sale of assets, inventory & FF&E of the estate which are part of the Amendment Agreement.

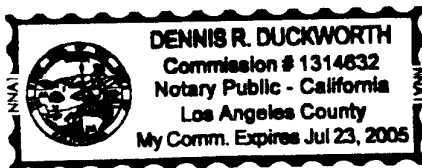
12. CLI understands and acknowledges that any payments by the Debtors to CLI for, and /or approved by the Debtors and Committee of, payroll and non payroll related expenses are subject to review by the Court, in accordance with the procedures contained in the Agreement and Order approving the Agreement and, are therefore subject to disgorgement, if such is so ordered by the Court.

Dated: November 28, 2001


R STEVEN HAAS

SWORN AND SUBSCRIBED to before me
on this 28 day of November, 2001


NOTARY PUBLIC



**Services Provided By
Collateral Logistics, Inc.
For
Ebcl,Inc (F/k/a eToys)
&
The Creditors Committee**

1. Supervise the move out of 2850 and 3100 abandon bldgs of eToys and secure Estate assets therein.
2. Assist with sales strategies in the Kay Bee sale acquiring 25% for both east & west coast.
3. Help correct said sale count from the \$5.4 million to \$6.3 million
4. Assist with sale of remaining inventory other than Kay Bee to Yellow Knife in Blairs, VA
5. Help correct said sale count from \$370,000 to \$500,000.
6. Returning of over 6000 lease items in a defined procedural manner.
7. Performing correction of inventory of the six thousand FF&E, along with IT equipment.
8. Assisting with asset transfer of Blairs A facility to Kay Bee.
9. Keeping the count of sale to Kay Bee correct in transfer effecting an additional \$155,000 sale.
10. Supervising the move out of the Skechers facility in a two week time frame of 113 truckloads.
11. Oversight of facility move out from 12200 Santa Monica to 600 Corporate Pt. (New offices)
12. Sale to Wilkerson and Associates of remaining Inventory for \$1.25 million, an extra \$800,000.
13. Performing the sale of \$102,000.00 to Skechers of remaining FF&E and IT equipment.
14. Handling the Sale to Prime Business Systems of IT equipment for \$145,000.00
15. Acquiring an additional extra bid from Kay Bee for warehouse size gift wrap of \$20,000.00.
16. Abatement at Creditor Committee's request the commission of \$125,000.00 due CLI on Wilkerson & Associates purchase of remaining inventory.
17. Effect the final move out of Blairs Va and the turn over to Unique Industries of Blairs B.
18. On going management and Security of the Estates last remaining warehouse until sale completion.

CLI continues to advise the Estate on wind down strategies, including the sale of the current remaining assets that are forecast to bring an additional \$750,000.00 or more in value return to the estate.

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**Negotiated Settlement
Payroll for Collateral Logistics, Inc.
For e-Toys
From May 15, 2001 to October 31, 2001**

	<i>From</i>	<i>To</i>	<i>Per Wk</i>	<i>Weeks</i>		<i>Duties</i>
Dee Wade	5/15/01	10/31/01	\$800.00	25	\$ 20,000.00	Assisted with counts and sales transfers. Assisted in move-out from Santa Monica and Ontario warehouse. Managed new warehouse at 135 th . Delivered Lessors.
Josh Lamb	5/15/01	9/7/01	\$800.00	16	\$ 12,800.00	Handled return of equipment to Lessors. Assisted with counts and sales transfers. Handled move-out from Sunnyvale. Assisted with move-out from Santa Monica and Ontario. Assisted with organizing warehouse. Assisted with technical equipment.
Mindy Walthall	5/15/01	10/31/01	\$600.00	25	\$ 15,000.00	Coordinated Lessors databases and serial number research. Assisted with digital management of files. Assisted with counts both East and West coast.
Chris Crater	5/15/01	6/14/01	\$1,500.00	4	\$ 6,000.00	Supervisor in Blairs, handled move out from the 2850 building and 3100 building in Santa Monica. Handled employee management from e-Toys to KayBee.
Kathy Cleary	6/12/01	7/21/01	\$600.00	6	\$ 3,600.00	Handled phone calls with Lessors. Clerical management. Paperwork research.
Jennifer Pagen	8/6/01	9/24/01	\$600.00	7	\$ 4,200.00	Handled phone calls with Lessors. Clerical management. Paperwork research.
Subtotal					\$ 61,600.00	
Payroll Tax					\$ 4,712.40	
Total					\$ 66,312.40	
						- \$8,000.00 Credit payment
						- \$8,000.00 Final request per Barry Gold
Balance Due Total					\$50,312.40	

Note: All employees worked in a dedicated manner. With the majority of duties performed onsite at Estates facilities.

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eToys Expenses									
Week Ending	Steve Haas	Chris Crater	Bob Epstein	Tom Hoffman	Al Kanovsky	Josh Lamb	Dee Wade	Other Exp	
03/18/01	\$ 1,418.99					\$ 141.78	\$ 190.40		
03/25/01	\$ 1,996.10					\$ 141.78	\$ 190.40		
04/01/01	\$ 1,826.98	\$ 72.51				\$ 141.78	\$ 142.80		
04/08/01	\$ 1,126.09	\$ 59.52		\$ 539.95		\$ 141.78	\$ 212.16		
04/15/01	\$ 1,310.84	\$ 555.54		\$ 263.08		\$ 141.44	\$ 228.48		
04/22/01	\$ 1,104.13	\$ 600.29		\$ 97.52		\$ 141.44	\$ 228.48		
04/29/01	\$ 3,453.19	\$ 377.07		\$ 146.48		\$ 141.44	\$ 236.68		
05/06/01	\$ 1,964.19	\$ 95.21		\$ 1,879.67	\$ 434.90	\$ 141.44	\$ 295.64		
05/13/01	\$ 2,098.92	\$ 2,187.25	\$ 1,082.50		\$ 445.34	\$ 141.64	\$ 202.72		
05/20/01	\$ 3,737.99	\$ 751.16	\$ 813.75		\$ 767.33	\$ 141.44	\$ 190.40		
05/27/01	\$ 3,356.14	\$ 1,110.29	\$ 1,086.50		\$ 597.31	\$ 141.44	\$ 210.30		
06/03/01	\$ 1,000.71	\$ 98.78	\$ 1,086.50		\$ 152.07	\$ 141.44	\$ 114.24		
06/10/01	\$ 124.14	\$ 1,282.13	\$ 141.00		\$ 315.71	\$ 141.10	\$ 190.40		
06/17/01	\$ 367.08		\$ 451.34		\$ 290.87	\$ 141.10	\$ 190.40		
06/24/01	\$ 283.29		\$ 1,173.52		\$ 188.75	\$ 141.10	\$ 190.40		
07/01/01	\$ 757.68		\$ 1,279.99		\$ 235.22	\$ 141.10	\$ 152.32		
07/08/01	\$ 718.52				\$ 118.66	\$ 141.10	\$ 76.16		
07/15/01	\$ 111.37		\$ 1,089.32		\$ 121.04	\$ 141.10	\$ 190.40		
07/22/01	\$ 596.20		\$ 1,907.18		\$ 121.72	\$ 141.10	\$ 190.40		
07/29/01	\$ 696.26		\$ 1,497.40		\$ 118.66	\$ 141.10	\$ 190.40		
08/05/01	\$ 609.59		\$ 440.15		\$ 117.98	\$ 141.10	\$ 114.24		
08/12/01	\$ 1,303.69		\$ 65.95		\$ 116.96	\$ 141.10	\$ 139.06		
08/19/01	\$ 1,282.74		\$ 1,203.61		\$ 100.36	\$ 141.10			
08/26/01	\$ 804.07		\$ 2,738.31						
09/02/01	\$ 342.48		\$ 1,260.23		\$ 25.65				
09/09/01	\$ 383.32								
09/16/01	\$ 433.54		\$ 1,630.12						
09/23/01	\$ 339.66								
09/30/01	\$ 433.05								
	\$ 33,980.95	\$ 7,189.75	\$ 17,860.87	\$ 2,926.70	\$ 4,268.53	\$ 3,250.94	\$ 4,066.88	\$ 10,000.00	\$ 83,544.62