Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* _____ Chapter **11**

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1.	**Debtor's name**	**Zumobi, Inc.**	
2.	**All other names debtor used in the last 8 years** Include any assumed names, trade names and *doing business as* names		
3.	**Debtor's federal Employer Identification Number** (EIN)	**38-3740014**	
4.	**Debtor's address**	**Principal place of business** **251 Littlefalls Drive** **Wilmington, DE 19808** Number, Street, City, State & ZIP Code **New Castle** County	**Mailing address, if different from principal place of business** P.O. Box, Number, Street, City, State & ZIP Code **Location of principal assets, if different from principal place of business** Number, Street, City, State & ZIP Code
5.	**Debtor's website** (URL)	**www.zumobi.com**	
6.	**Type of debtor**	■ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) ☐ Partnership (excluding LLP) ☐ Other. Specify: _____	

Debtor **Zumobi, Inc.** Case number (*if known*) _____
Name

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ■ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes.

_____

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ■ Chapter 11. *Check all that apply*:
  - ■ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
  - ■ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ■ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ■ No.
- ☐ Yes.

District _____ When _____ Case number _____
District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list

- ■ No
- ☐ Yes.

Debtor _____ Relationship _____
District _____ When _____ Case number, if known _____

Debtor **Zumobi, Inc.** Case number (*if known*) _____
Name

11. Why is the case filed in *this district?*

Check all that apply:

- ■ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ■ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____
Number, Street, City, State & ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ■ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- ■ 1-49
- ☐ 50-99
- ☐ 100-199
- ☐ 200-999
- ☐ 1,000-5,000
- ☐ 5001-10,000
- ☐ 10,001-25,000
- ☐ 25,001-50,000
- ☐ 50,001-100,000
- ☐ More than100,000

15. Estimated Assets

- ☐ $0 - $50,000
- ■ $50,001 - $100,000
- ☐ $100,001 - $500,000
- ☐ $500,001 - $1 million
- ☐ $1,000,001 - $10 million
- ☐ $10,000,001 - $50 million
- ☐ $50,000,001 - $100 million
- ☐ $100,000,001 - $500 million
- ☐ $500,000,001 - $1 billion
- ☐ $1,000,000,001 - $10 billion
- ☐ $10,000,000,001 - $50 billion
- ☐ More than $50 billion

16. Estimated liabilities

- ☐ $0 - $50,000
- ☐ $50,001 - $100,000
- ☐ $100,001 - $500,000
- ☐ $500,001 - $1 million
- ☐ $1,000,001 - $10 million
- ■ $10,000,001 - $50 million
- ☐ $50,000,001 - $100 million
- ☐ $100,000,001 - $500 million
- ☐ $500,000,001 - $1 billion
- ☐ $1,000,000,001 - $10 billion
- ☐ $10,000,000,001 - $50 billion
- ☐ More than $50 billion

DocuSign Envelope ID: A85EB9D6-E4E2-4BAB-B31C-0B202FAEA30B

Debtor **Zumobi, Inc.** Case number (*if known*)
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/25/2019
MM / DD / YYYY

X DocuSigned by: Kenneth Willner
Signature of authorized representative of debtor

Ken Willner
Printed name

Title **Chief Executive Officer**

18. Signature of attorney

X
Signature of attorney for debtor

Date 10/25/19
MM / DD / YYYY

Eric J. Monzo 5214
Printed name

Morris James LLP
Firm name

500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone **(302) 888-6800** Email address **emonzo@morrisjames.com**

5214 DE
Bar number and State

ZUMOBI, INC.

SECRETARY'S CERTIFICATE

October 22, 2019

I, Sonya Erickson, do hereby certify that I am the duly elected, qualified and acting Assistant Secretary of Zumobi, Inc. (the "***Company***"), and as such officer, do hereby further certify on behalf of the Company that:

Attached hereto as **Exhibit A** is a true and correct copy of the resolutions adopted by the Company's Board of Directors on October 22, 2019. Such resolutions have not been amended, modified, rescinded or revoked since the date thereof, are in full force and effect in the form adopted and no other resolutions have been adopted by the Company's Board of Directors or any committee thereof relating to the matters contemplated thereby.

IN WITNESS WHEREOF, I have signed this Secretary's Certificate as of the date first set forth above.

Sonya Erickson
Assistant Secretary

Exhibit A

CONSENT RESOLUTIONS IN LIEU OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF ZUMOBI, INC.

OCTOBER 22, 2019

WHEREAS, Section 141(f) of the Delaware General Corporation Law, as amended (the "***DGCL***"), provides that unless otherwise restricted by the certificate of incorporation or bylaws, any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting if all of the members of the board or committee, as the case may be, consent in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee.

WHEREAS, the undersigned, being all of the members of the Board of Directors (the "***Board***") of Zumobi, Inc., a Delaware corporation (the ***"Company"***), desire that the actions expressed in these resolutions be taken in lieu of a special meeting of the Board, and do hereby consent to adoption of the following resolutions, as if adopted at a properly called and duly held special meeting of the Board as of the date set forth above.

WHEREAS, after due consideration and the information available to it at this time and after consultation with the Company's management and legal, financial, and other advisors, and in the exercise of its business judgment, the Board has determined that it is in the best interests of the Company to consent to and approve the filing of a petition for relief under chapter 11 of the Bankruptcy Code by the Company, and, to the extent necessary, to consent to and approve the filing of petitions for relief under chapter 11 of title 11 of the United States Code (the ***"Bankruptcy* Code"**);

WHEREAS, after due consideration and the information available to it at this time and after consultation with the Company's management and legal, financial, and other advisors, and in the exercise of its business judgment, the Board has determined it is in the best interests of the Company to enter into, and to seek approval and/or confirmation by the United States Bankruptcy Court presiding over the cases to be filed by the Company of, the DIP Facility (as defined below), the Plan (as defined below), and all documents related to or contemplated by any of the foregoing agreements or documents (collectively, the ***"Restructuring Transaction Documents"***); and

WHEREAS, after due consideration and the information available to it at this time and after consultation with the Company's management and legal, financial, and other advisors, and in the exercise of its business judgment, the Board has determined that it is in the best interests of the Company to consent to and approve of the Company's entry into the Restructuring Transaction Documents, and, to the extent necessary, consent to and approve the Company's entry into the Restructuring Transaction Documents;

NOW, THEREFORE, the undersigned, being all of the members of the Board, do hereby consent to the adoption of the following resolutions, as if adopted at a properly called and duly held special joint meeting of the Board as of the date first set forth above:

CHAPTER 11 FILING

NOW THEREFORE, BE IT RESOLVED that the Board has declared, and it hereby does declare, that it is in the best interests of the Company and its stakeholders that the Company seek relief under the Bankruptcy Code; and further

RESOLVED that the Company shall be, and hereby is, authorized to file a voluntary petition (the ***"Petition"***) for relief under chapter 11 of the Bankruptcy Code (the ***"Chapter 11 Case"***), in the Bankruptcy Court for the District of Delaware (the ***"Bankruptcy Court"***) and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effectuate the purpose and intent of the foregoing; and further

RESOLVED that the officers of the Company or any one of them (collectively, the ***"Authorized Officers"*** and each, individually, an ***"Authorized Officer"***) hereby are, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to: (a) execute, acknowledge, deliver, and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Authorized Officer, in such person's discretion, deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing and the administration of the Company's Chapter 11 Case; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or appropriate in connection therewith and to administer the Company's Chapter 11 Case in such form or forms as any such Authorized Officer may deem necessary or advisable and in order to effectuate the purpose and intent of the foregoing resolutions; and (d) engage any professionals, including the law firm of Morris James LLP, as well as any other attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers as any such Authorized Officer, in such person's discretion, deems necessary, desirable or appropriate to accomplish the purposes of these resolutions; that each Authorized Officer's authority to act under these resolutions shall be conclusively evidenced by their so acting; and that any and all such actions heretofore taken on behalf of the Company in such respects contemplated thereby are hereby ratified, approved and confirmed as the act and deed of the Company.

DEBTOR IN POSSESSION FINANCING FACILITY

RESOLVED, that the Company, subject to approval of the Bankruptcy Court, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into a postpetition secured financing transaction (the ***"DIP Facility"***), execute, deliver and issue the Company's postpetition promissory note (the ***"DIP***

Note") and any associated documents and consummate, and perform under, the transactions contemplated therein (collectively, the ***"DIP Financing"***) with such lender(s) and on such terms substantially consistent with those presented to the Board on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Authorized Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, in such case, as may be deemed necessary or desirable by any one or more of the Authorized Officers in connection with the DIP Financing; and further

RESOLVED, that: (a) the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as any of the Authorized Officers may deem necessary or appropriate to facilitate issuance of the DIP Note and the DIP Financing (collectively, the ***"DIP Documents"***); (b) the DIP Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Authorized Officers are hereby approved; (c) the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to authorize counsel to draft, file and seek approval of the DIP Financing; and (d) the actions of any Authorized Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Authorized Officer's approval thereof and the necessity or desirability thereof; and further

RESOLVED, that the Board has determined that the consideration to be received for the Notes to be issued to ESW Capital, LLC, as lender (the ***"DIP Lender"***) pursuant to the DIP Documents, is adequate, and that upon receipt by the Company of such consideration, the DIP Note will be validly issued; and further

RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to pay related fees as may be deemed necessary or desirable by any one or more of the Authorized Officers in connection with DIP Documents; and further

RESOLVED, that the Authorized Officers are, and each Authorized Officer is, hereby authorized, empowered and directed for and on behalf of the Company to prepare or cause to have prepared, executed, delivered and filed such forms, documents, instruments, consents to service of process and notices, and to pay such fees, as may be required to comply with: (a) the Securities Act of 1933, as amended, and the regulations promulgated thereunder; (b) the Securities and Exchange Act of 1934, as amended, and the regulations promulgated thereunder; and (c) such state securities laws, rules and regulations, with respect to the sale and issuance of the DIP Note contemplated by the DIP Financing.

CHAPTER 11 PLAN

RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) execute and file the Plan and any associated documents, and consummate, and perform under, the transactions contemplated therein on such terms substantially consistent with those presented to the Board on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Authorized Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees as may be deemed necessary or desirable by any one or more of the Authorized Officers in connection with the Restructuring Transaction Documents; and further

RESOLVED, that: (a) the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify the Plan and such agreements, certificates, notices and any and all other documents as any of the Authorized Officers may deem necessary or appropriate in connection with the Plan and any other Restructuring Transaction Documents; (b) Restructuring Transaction Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Authorized Officers are hereby approved; (c) the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to authorize counsel to draft, file and seek approval of the Restructuring Transaction Documents, including confirmation of the Plan; and (d) the actions of any Authorized Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Authorized Officer's approval thereof and the necessity or desirability thereof.

GENERAL

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer of the Company or any professionals engaged by the Company in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and further

RESOLVED, that any and all actions and transactions by the Board or any Authorized Officer for and on behalf and in the name of the Company with respect to any transactions contemplated by the foregoing resolutions before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes; and further

RESOLVED, that the omission from these Resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described

in these Resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in these Resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, these Resolutions; and further

RESOLVED, that the Board and any Authorized Officer of the Company hereby are authorized and directed to certify and/or attest these resolutions, certificate of incumbency and such other documents or instruments that the corporate secretary of the Company may deem necessary or appropriate in connection with the foregoing matters; *provided, however,* that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on the Company; and further

RESOLVED, that any Authorized Officer of the Company shall be, and each of them, hereby is, authorized, directed and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver, and perform, or cause to be negotiated, executed, delivered, and performed, on behalf of, and take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as any proper officer of the Company may deem necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, as may be deemed necessary, desirable or appropriate.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: ZUMOBI, INC.,[1] Debtor.	Chapter 11 Case No. 19-_____ ( )

CORPORATE OWNERSHIP STATEMENT
[FRBP 1007(a)(1) and 7007.1]

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interest, or states that there are no entities to report under FRBP 7007.1:

Shareholder Name and Address	Class and Number of Shares	Approximate Percentage Held
Oak Investment Partners XII, L.P.	Series A: 69,890,507	66.6759

[1] The last four digits of the Debtor's federal tax identification number are 0014. The Debtor's registered agent's address is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: ZUMOBI, INC.,[1] Debtor.	Chapter 11 Case No. 19-_____ ( )

LIST OF EQUITY INTEREST HOLDERS

Pursuant to Rule 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor and debtor in possession (the "Debtor") hereby states that the following chart lists (i) all corporation, other than governmental units, that directly or indirectly own 10% or more of any class of interests in the Debtor and (ii) all equity security holders of the Debtor:

Holder Name	Common Stock	SERIES A Outstanding	Total Classes/ Series Outstanding Shares	% of Total Classes/ Series Outstanding Shares	Options/ SPRs Issued and/or Committed for Issuance	Warrant SERIES A Outstanding	Total Outstanding Shares	% of Total Outstanding Shares
Bederson, Benjamin B.	1,173,540		1,173,540	1.2862			1,173,540	1.1196
Bederson, Joshua		205,171	205,171	0.2249			205,171	0.1957
Clamage, Aaron	5,533		5,533	0.0061			5,533	0.0053
Clark, Daniel	26,000		26,000	0.0285			26,000	0.0248
Cooley, Jim	1,677,987		1,677,987	1.8391			1,677,987	1.6008
Erickson, Sonya F		10,259	10,259	0.0112			10,259	0.0098
Gopisetti, Vinaya					62,500		62,500	0.0596
Grosjean, Jesse	1,562		1,562	0.0017			1,562	0.0015

[1] The last four digits of the Debtor's federal tax identification number are 0014. The Debtor's registered agent's address is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

Holder Name	Common Stock	SERIES A Outstanding	Total Classes/ Series Outstanding Shares	% of Total Classes/ Series Outstanding Shares	Options/ SPRs Issued and/or Committed for Issuance	Warrant SERIES A Outstanding	Total Outstanding Shares	% of Total Outstanding Shares
Hadl, John	41,500		41,500	0.0455			41,500	0.0396
Haller, John		51,293	51,293	0.0562			51,293	0.0489
Hanlon, Tim					50,000		50,000	0.0477
Hertz, Ariella	1,124,072		1,124,072	1.2320			1,124,072	1.0724
Hoerenz, Christoph	41,500		41,500	0.0455			41,500	0.0396
Hunt Ventures Fund I, L.P.		9,234,596	9,234,596	10.1214		27,697	9,262,293	8.8363
Huseby, Thomas					617,060		617,060	0.5887
IP&L Investment Holdings, Inc.		2,667,214	2,667,214	2.9234			2,667,214	2.5445
Johnston, Kent	15,000		15,000	0.0164			15,000	0.0143
Lawson, Henry					100,000		100,000	0.0954
Lowly LLC	1,422		1,422	0.0016			1,422	0.0014
McCormick, John					39,583		39,583	0.0378
Michael, Andy	2,500		2,500	0.0027			2,500	0.0024
Oak Investment Partners XII, Limited Partnership		69,610,450	69,610,450	76.2952		280,057	69,890,507	66.6759
Pacific Western Bank						164,136	164,136	0.1566
Pence, Evan	5,000		5,000	0.0055			5,000	0.0048
Rickard, Lara	37,500		37,500	0.0411			37,500	0.0358
SanGiovanni, John	2,334,590		2,334,590	2.5588	767,060		3,101,650	2.9590
Scharwat, Justin					3,000		3,000	0.0029
Schaut, Paul L	615,448		615,448	0.6746	417,060		1,032,508	0.9850
SeaPoint Ventures LLC	2,052,000		2,052,000	2.2491			2,052,000	1.9576

Holder Name	Common Stock	SERIES A Outstanding	Total Classes/ Series Outstanding Shares	% of Total Classes/ Series Outstanding Shares	Options/ SPRs Issued and/or Committed for Issuance	Warrant SERIES A Outstanding	Total Outstanding Shares	% of Total Outstanding Shares
Sera, Josh	5,833		5,833	0.0064			5,833	0.0056
Silicon Valley Bank						164,136	164,136	0.1566
Stockton, Carol	2,050		2,050	0.0022			2,050	0.0020
Stuart, Greg	103,633		103,633	0.1136			103,633	0.0989
Tews, Adam	8,728		8,728	0.0096			8,728	0.0083
Tucker, Neal	30,000		30,000	0.0329			30,000	0.0286
VLG Investments 2006 LLC		153,878	153,878	0.1687			153,878	0.1468
Willner, Kenneth					250,000		250,000	0.2385

Fill in this information to identify the case:

Debtor name **Zumobi, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Oak Investment Partners XII, L.P. Attn: Tom Huseby 525 University Avenue Suite 1300 Palo Alto, CA 94301	Tom@seapointventures.com					$10,671,265.75
AutoGraph, Inc. 999 N. Northlake Way, Suite 300 Seattle, WA 98103	henry@auto-graph.com					$978,522.24
Yahoo! Inc. (fka BRIGHTROLL, INC) PO Box 89-4147 Los Angeles, CA 90189	Thomas@bbslaw.com					$451,266.27
Hunt Ventures Fund, I, L.P. Attn: Steve Coffey 6836 Bee Caves Road, Suite 275 Austin, TX 78746	steve@coveraventures.com					$228,071.23
The Trade Desk, Inc. PO Box 894903 Los Angeles, CA 90189	v-cherada.weaver@thetradedesk.com					$201,125.67
Cooley Godward Kronish LLP 101 Californai St., 5th Floor San Francisco, CA 94111	serickson@cooley.com					$104,779.65
SeaPoint Ventures PO Box 1334 Issaquah, WA 98027	Tom@seapointventures.com					$75,000.00

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Debtor **Zumobi, Inc.** Name

Case number *(if known)*

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Norton Rose Fulbright US LLP Dept 2613 PO Box 122613 Dallas, TX 75312	nate.rees@nortonrosefulbright.com					$50,326.10
Thomson Reuters (Markets) LLC PO Box 415983 Boston, MA 02241	Katrina.Kordowski@thomsonreuters.com					$44,348.28
INMOBI PTE LTD 30 Cecil Street #19-08 Prudential Towers 049712 Singapore	roopesh.suresh@inmobi.com					$41,545.00
Ill-Interacgive LLC (dba Division-D) 602 Fay St., Suite 101 Columbia, MO 65201	lori@divisiond.com					$38,371.83
Infinite Mass Inc (dba Add3) 500 East Pike St., Suite 200A Seattle, WA 98122	jason@add3.com					$33,236.00
The Associate Press PO Box 414212 Boston, MA 02241	LConard@ap.org					$29,140.59
Ad Lightning, Inc. 1525 4th Ave, Suite 300 Seattle, WA 98101						$24,722.50
DSNR Media Group LTD 8 Hapnina St., Building B Floor #5 Ra'anana, Israel 43215						$23,334.00
TapHype 407 Pipes Lane Encinitas, CA 92024	Grant@taphype.com					$22,396.89
Integral Ad Science, Inc. PO Box 200197 Pittsburgh, PA 15251	jasip@integralads.com					$17,037.12
Airfind Corp 1460 4th St., Suite 308 Santa Monica, CA 90401	Aly@airfind.com					$16,114.91

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Debtor **Zumobi, Inc.** Case number *(if known)*
Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Gordon Tilden Thomas & Cordell LLP One Union Square 600 University St., Suite 2915 Seattle, WA 98101	**mwliner@gordontilden.com**					**$15,346.83**
Interactive Advertising Bureau (IAB) 116 East 27th St., 7th Floor New York, NY 10016	**Deb@iab.com**					**$12,810.00**

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DocuSign Envelope ID: A85EB9D6-E4E2-4BAB-B31C-0B202FAEA30B

Fill in this information to identify the case:	
Debtor name	**Zumobi, Inc.**
United States Bankruptcy Court for the:	DISTRICT OF DELAWARE
Case number (if known)	

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* _____
- ■ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/25/2019

x DocuSigned by: Kenneth Willner
2A1C29A37AC0438...
Signature of individual signing on behalf of debtor

Ken Willner
Printed name

Chief Executive Officer
Position or relationship to debtor

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Zumobi, Inc.
Balance Sheet
As of October 25, 2019

	Total
ASSETS	
Current Assets	
Bank Accounts	
1000 Cash & Short Term Equivalents	5,256.13
Total Bank Accounts	$ 5,256.13
Accounts Receivable	
1200 Accounts Receivable	819.23
Total Accounts Receivable	$ 819.23
Other Current Assets	
12000 Undeposited Funds	0.00
1210 Unbilled Revenue	0.00
1220 Allowance for Doubtful Accounts	0.00
1225 Early Exercise Receivable	0.00
1250 Contractor Rcvble-Comm. Draw	0.00
1300 Prepaid Expenses	54,999.35
Total Other Current Assets	$ 54,999.35
Total Current Assets	$ 61,074.71
Fixed Assets	
1500 Computer Equipment	0.00
1510 Software	0.00
1520 Office Furniture	0.00
1550 Leasehold Improvements	0.00
Total Fixed Assets	$ 0.00
Other Assets	
1800 Patent/ Intellectual Property	0.00
Total Other Assets	$ 0.00
TOTAL ASSETS	$ 61,074.71
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 Accounts Payable	2,246,305.70
Total Accounts Payable	$ 2,246,305.70
Credit Cards	
2100 SVB Productivity MC Payable	0.00
Total Credit Cards	$ 0.00
Other Current Liabilities	
2101 Square1 A/R LOC - Short Term	0.00
2102 Nations Interbanc A/R LOC - Short Term	0.00
2105 Square1 Term Loan - Short Term Portion	0.00
2110 Bridge Note - Oak	8,750,000.00

2120 Bridge Note - Hunt		200,000.00
2160 Bridge Notes Interest Payable		1,979,336.93
2200 Accrued Expenses		107.97
2300 Early Exercise Liability		0.00
2400 Unearned / Deferred Revenue		0.00
2450 Accrued Distribution & RevShare		0.00
2500 Current Portion-Deferred Rent		0.00
Total Other Current Liabilities	**$**	**10,929,444.90**
Total Current Liabilities	**$**	**13,175,750.60**
Long-Term Liabilities		
2600 Term Loans - Long Term Portion		0.00
2700 LT portion of Deferred Rent		0.00
2800 Warrant Liability - Long Term		115,297.00
Total Long-Term Liabilities	**$**	**115,297.00**
Total Liabilities	**$**	**13,291,047.60**
Equity		
3000 Preferred Stock - Series A		39,714,667.89
3100 Common Stock		929.73
3200 APIC		663,271.52
3300 Accumulated Deficit		-52,280,250.94
Net Income		-1,328,591.09
Total Equity	**-$**	**13,229,972.89**
TOTAL LIABILITIES AND EQUITY	**$**	**61,074.71**

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to page size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "PageScalling" selection box in the Adobe "Print" dialog.

GOVERNMENT COPY

MOSSADAMS

T (206) 302-6500
F (206) 622-9975

999 Third Avenue
Suite 2800
Seattle, WA 98104

October 12, 2018

Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101
Attention: Lara Rickard

Dear Lara:

We have prepared and enclosed your 2017 Corporation income tax returns for the year ended December 31, 2017.

This return has qualified for electronic filing. After you have reviewed the return for completeness and accuracy, please sign, date and return Form 8879-C to our office. We will transmit your return electronically to the IRS, and no further action is required. Return federal Form 8879-C to us by October 15, 2018.

No payment is required with this return when filed.

The California Form 100 return has qualified for electronic filing. After you have reviewed your return for completeness and accuracy, please sign, date and return Form 8453-C to our office. We will then transmit your return electronically to the FTB. Do not mail the paper copy of the return to the FTB. Return Form 8453-C to us by October 15, 2018.

Your payment should be made as instructed below on or before October 15, 2018.

Enclose a check or money order for $829, payable to Franchise Tax Board. Separately mail FTB 3586 with payment to:

Franchise Tax Board
PO Box 942857
Sacramento, CA 94257-0531

This return includes a penalty for underpayment of estimated tax of $29.

The Maryland Form 500 return has qualified for electronic filing. After you have reviewed your return for completeness and accuracy, please sign, date and return Form EL101B to our office. We will then transmit your return electronically to the MDDOR. Do not mail the paper copy of the return to the MDDOR. Return Form EL101B to us as soon as possible.

No payment is required with this return when filed.

The New York Form CT-3 return has qualified for electronic filing. After you have reviewed your return for completeness and accuracy, please sign, date and return Form TR-579-CT to our office. We will then transmit your return electronically to the NYSDTF. Do not mail the paper copy of the return to the NYSDTF. Return Form TR-579-CT to us by October 15, 2018.

No payment is required with this return when filed.

Your overpayment in the amount of $587 has been applied to your New York estimated tax.

The New York Estimated Income tax due dates and required payments are as follows:

Installment No. 2 by 06/15/18 . . . . . $150

Assurance, tax, and consulting offered through Moss Adams LLP. Wealth management offered through Moss Adams Wealth Advisors LLC. Investment banking offered through Moss Adams Capital LLC.

Installment No. 3 by 09/17/18 . . . . . $563

Installment No. 4 by 12/17/18 . . . . . $650

These payments must be filed and paid electronically via the New York State Corporation Tax website at:

http://www.tax.ny.gov/online/default.htm

The New York City Form NYC-2 return has qualified for electronic filing. After you have reviewed your return for completeness and accuracy, please sign, date and return NYC-579-COR to our office. We will then transmit your return electronically to the NYC DOF. Do not mail the paper copy of the return to the NYC DOF. Return NYC-579-COR to us by October 15, 2018.

Your overpayment in the amount of $563 has been applied to your New York City estimated tax.

No payment is required with this return when filed.

The New York City Estimated Income tax due dates and required payments are as follows:

Installment No. 2 by 06/15/18 . . . . . $0

Installment No. 3 by 09/17/18 . . . . . $437

Installment No. 4 by 12/17/18 . . . . . $500

Mail the New York City NYC-400 Estimated tax payments to:

NYC Department of Finance
P.O. Box 3922
New York, NY 10008-3922

The New York Form CT-3M return has qualified for electronic filing. After you have reviewed your return for completeness and accuracy, please sign, date and return Form TR-579-CT to our office. We will then transmit your return electronically to the NYSDTF. Do not mail the paper copy of the return to the NYSDTF. Return Form TR-579-CT to us by October 15, 2018.

No payment is required with this return when filed.

This return includes a penalty for underpayment of estimated tax of $18.

We have used the figures provided by the company to calculate the 2015 R&D tax credit. However, we did not perform any work to verify that the activities performed qualify for the R&D tax credit or that the numbers are accurate. In the event that the credit is examined or utilized, further work will be necessary to properly support the credits claimed in the current year as well as all previous years. The work performed includes, but is not limited to, identification of expenses by each qualified activity or project, review of contracts related to each project, controlled group analysis, as well as review of project documentation to ensure that each activity qualifies for the credit.

We prepared the returns from information you provided to us without verification in accordance with the terms of the Master Services Agreement (MSA) and Addendum that we have in place with you. In addition, we have relied on you to alert us if you participated in a listed transaction or a transaction of interest as described on the following IRS websites:

- Listed transactions: http://www.irs.gov/Businesses/Corporations/Listed-Transactions
- Transactions of interest: https://www.irs.gov/businesses/corporations/transactions-of-interest

Please contact us if you have engaged in a transaction substantially similar to one of the transactions described on either of these websites, or as identified as a listed transaction on any state website.

Upon examination of the returns by taxing authorities, requests may be made for underlying data. We therefore recommend that you preserve all records which you may be called upon to produce in connection with such possible examinations.

We appreciate the opportunity to serve you. Please contact us if you have any questions concerning the tax returns or if we may be of further assistance.

Sincerely,

Karina B. Stadelman
for Moss Adams LLP

2017 TAX RETURN FILING INSTRUCTIONS

U.S. CORPORATION INCOME TAX RETURN

FOR THE YEAR ENDING

December 31, 2017

Prepared For:

Lara Rickard
Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

To be Signed and Dated By:

The appropriate corporate officer(s).

Amount of Tax:

Total tax	$ 0
Less: payments and credits	$ 0
Plus: interest and penalties	$ 0
No payment required	$

Overpayment:

Not applicable

Make Check Payable To:

Not Applicable

Mail Tax Return and Check (if applicable) To:

This return has qualified for electronic filing. After you have reviewed the return for accuracy, please sign, date and return Form 8879-C to our office. We will transmit your return electronically to the IRS, and no further action is required.

Return Must be Mailed on or Before:

Return federal Form 8879-C to us by October 15, 2018.

Special Instructions:

Form **8879-C**

Department of the Treasury
Internal Revenue Service

IRS e-file Signature Authorization for Form 1120

For calendar year 2017, or tax year beginning _____, 2017, ending _____, 20 ___

▶ **Do not send to the IRS. Keep for your records.**

▶ **Go to www.irs.gov/Form8879C for the latest information.**

OMB No. 1545-0123

2017

Name of corporation	Employer identification number
ZUMOBI, INC.	38-3740014

Part I Tax Return Information (Whole dollars only)

1	Total income (Form 1120, line 11)	1	3,273,619.
2	Taxable income (Form 1120, line 30)	2	-2,562,153.
3	Total tax (Form 1120, line 31)	3	
4	Amount owed (Form 1120, line 34)	4	
5	Overpayment (Form 1120, line 35)	5	

Part II Declaration and Signature Authorization of Officer. Be sure to get a copy of the corporation's return.

Under penalties of perjury, I declare that I am an officer of the above corporation and that I have examined a copy of the corporation's 2017 electronic income tax return and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the corporation's electronic income tax return. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the corporation's return to the IRS and to receive from the IRS **(a)** an acknowledgement of receipt or reason for rejection of the transmission, **(b)** the reason for any delay in processing the return or refund, and **(c)** the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the corporation's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at **1-888-353-4537** no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the corporation's electronic income tax return and, if applicable, the corporation's consent to electronic funds withdrawal.

Officer's PIN: check one box only

[X] I authorize MOSS ADAMS LLP to enter my PIN 40014
ERO firm name — do not enter all zeros
as my signature on the corporation's 2017 electronically filed income tax return.

[ ] As an officer of the corporation, I will enter my PIN as my signature on the corporation's 2017 electronically filed income tax return.

Officer's signature ▶ _____ Date ▶ _____ Title ▶ VP, FINANCE

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 91687263599
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2017 electronically filed income tax return for the corporation indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 3112,** IRS *e-file* Application and Participation, and **Pub. 4163,** Modernized e-File (MeF) Information for Authorized IRS *e-file* Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ 10/12/18

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions. Form **8879-C** (2017)
LHA

710211 11-09-17

Form **1120**

Department of the Treasury
Internal Revenue Service

U.S. Corporation Income Tax Return

For calendar year 2017 or tax year

beginning _____ , ending _____

EXTENSION GRANTED TO 10/15/18

▶ Go to www.irs.gov/Form1120 for instructions and the latest information.

OMB No. 1545-0123

2017

A Check if:
1a Consolidated return (attach Form 851) ☐
b Life/nonlife consolidated return ☐
2 Personal holding co. (attach Sch. PH) ☐
3 Personal service corp. (see instructions) ☐
4 Schedule M-3 attached ☐

TYPE OR PRINT

Name: ZUMOBI, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.: 1525 4TH AVENUE, SUITE 800

City or town, state, or province, country, and ZIP or foreign postal code: SEATTLE, WA 98101

B Employer identification number: 38-3740014

C Date incorporated: 08/15/2006

D Total assets (see instructions): $ 4,495,929.

E Check if: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

Income	1a	Gross receipts or sales	1a 10,042,048.	
	b	Returns and allowances	1b	
	c	Balance. Subtract line 1b from line 1a		1c 10,042,048.
	2	Cost of goods sold (attach Form 1125-A)		2 6,881,875.
	3	Gross profit. Subtract line 2 from line 1c		3 3,160,173.
	4	Dividends (Schedule C, line 19)		4
	5	Interest		5
	6	Gross rents		6
	7	Gross royalties		7
	8	Capital gain net income (attach Schedule D (Form 1120))		8
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)		9
	10	Other income (attach statement) SEE STATEMENT 1		10 113,446.
	11	**Total income.** Add lines 3 through 10 ▶		11 3,273,619.
Deductions (See instructions for limitations on deductions.)	12	Compensation of officers (attach Form 1125-E) ▶		12 389,021.
	13	Salaries and wages (less employment credits)		13 2,603,795.
	14	Repairs and maintenance		14
	15	Bad debts		15 1,083,264.
	16	Rents		16 186,646.
	17	Taxes and licenses SEE STATEMENT 2		17 241,916.
	18	Interest		18 239,651.
	19	Charitable contributions		19
	20	Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		20 22,197.
	21	Depletion		21
	22	Advertising		22 32,363.
	23	Pension, profit-sharing, etc., plans		23
	24	Employee benefit programs		24 184,871.
	25	Domestic production activities deduction (attach Form 8903)		25
	26	Other deductions (attach statement) SEE STATEMENT 3		26 852,048.
	27	**Total deductions.** Add lines 12 through 26 ▶		27 5,835,772.
	28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11		28 -2,562,153.
	29a	Net operating loss deduction (see instructions)	29a	
	b	Special deductions (Schedule C, line 20)	29b	
	c	Add lines 29a and 29b		29c
Tax, Refundable Credits, and Payments	30	**Taxable income.** Subtract line 29c from line 28. See instructions		30 -2,562,153.
	31	Total tax (Schedule J, Part I, line 11)		31 0.
	32	Total payments and refundable credits (Schedule J, Part II, line 21)		32
	33	Estimated tax penalty. See instructions. Check if Form 2220 is attached ▶ ☐		33
	34	**Amount owed.** If line 32 is smaller than the total of lines 31 and 33, enter amount owed		34 0.
	35	**Overpayment.** If line 32 is larger than the total of lines 31 and 33, enter amount overpaid		35
	36	Enter amount from line 35 you want: **Credited to 2018 estimated tax** ▶ **Refunded** ▶		36

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ Signature of officer _____ Date _____ ▶ VP, FINANCE Title

May the IRS discuss this return with the preparer shown below? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
KARINA B. STADELMAN	KARINA B. STADELMA	10/12/18	☐	P00363599

Firm's name ▶ MOSS ADAMS LLP — Firm's EIN ▶ 91-0189318

Firm's address ▶ 999 THIRD AVENUE, SUITE 2800, SEATTLE, WA 98104 — Phone no. 206-302-6500

711601 01-23-18 JWA **For Paperwork Reduction Act Notice, see separate instructions.** Form 1120 (2017)

Schedule C Dividends and Special Deductions (see instructions)

		(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2	Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3	Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4	Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5	Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6	Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7	Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8	Dividends from wholly owned foreign subsidiaries		100	
9	**Total.** Add lines 1 through 8			
10	Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11	Dividends from affiliated group members		100	
12	Dividends from certain FSCs		100	
13	Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, or 12			
14	Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15	Foreign dividend gross-up			
16	IC -DISC and former DISC dividends not included on line 1, 2, or 3			
17	Other dividends			
18	Deduction for dividends paid on certain preferred stock of public utilities			
19	**Total dividends.** Add lines 1 through 17. Enter here and on page 1, line 4 ▶			
20	**Total special deductions.** Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b ▶			

Schedule J Tax Computation and Payment (see instructions)

Part I - Tax Computation

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)) ▶ ☐			
2	Income tax. Check if a qualified personal service corporation. See instructions ▶ ☐		2	0.
3	Alternative minimum tax (attach Form 4626)		3	
4	Add lines 2 and 3		4	0.
5a	Foreign tax credit (attach Form 1118)	5a		
b	Credit from Form 8834 (see instructions)	5b		
c	General business credit (attach Form 3800)	5c		
d	Credit for prior year minimum tax (attach Form 8827)	5d		
e	Bond credits from Form 8912	5e		
6	**Total credits.** Add lines 5a through 5e		6	
7	Subtract line 6 from line 4		7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))		8	
9a	Recapture of investment credit (attach Form 4255)	9a		
b	Recapture of low-income housing credit (attach Form 8611)	9b		
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c		
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d		
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e		
f	Other (see instructions - attach statement)	9f		
10	**Total.** Add lines 9a through 9f		10	
11	**Total tax.** Add lines 7, 8, and 10. Enter here and on page 1, line 31		11	0.

Part II - Payments and Refundable Credits

12	2016 overpayment credited to 2017		12	
13	2017 estimated tax payments		13	
14	2017 refund applied for on Form 4466		14	( )
15	Combine lines 12, 13, and 14		15	
16	Tax deposited with Form 7004		16	
17	Withholding (see instructions)		17	
18	**Total payments.** Add lines 15, 16, and 17		18	
19	Refundable credits from:			
a	Form 2439	19a		
b	Form 4136	19b		
c	Form 8827, line 8c	19c		
d	Other (attach statement - see instructions)	19d		
20	**Total credits.** Add lines 19a through 19d		20	
21	**Total payments and credits.** Add lines 18 and 20. Enter here and on page 1, line 32		21	

Schedule K Other Information (see instructions)

		Yes	No
1	Check accounting method: a ☐ Cash b ☒ Accrual c ☐ Other (specify) ▶		
2	See the instructions and enter the:		
a	Business activity code no. ▶ 517000		
b	Business activity ▶ CELL PHONE SOFTWARE		
c	Product or service ▶ CELL PHONE SOFTWARE		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?		X
	If "Yes," enter name and EIN of the parent corporation ▶		
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)	X	
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)		X

Schedule K Other Information (continued from page 3)

		Yes	No
5	At the end of the tax year, did the corporation:		
a	Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on **Form 851**, Affiliations Schedule? For rules of constructive ownership, see instructions		X

If "Yes," complete (i) through (iv) below.

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

b	Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions		X

If "Yes," complete (i) through (iv) below.

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6	During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316		X
	If "Yes," file **Form 5452**, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		
7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock?		X
	For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶ _____ and (b) Owner's country ▶ _____		
	(c) The corporation may have to file **Form 5472**, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶ _____		
8	Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ ☐		
	If checked, the corporation may have to file **Form 8281**, Information Return for Publicly Offered Original Issue Discount Instruments.		
9	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $ _____		
10	Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶ 27		
11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ▶ ☐		
	If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.		
12	Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ▶ $ _____		
13	Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than $250,000?		X
	If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ▶ $ _____		
14	Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions		X
	If "Yes," complete and attach Schedule UTP.		
15a	Did the corporation make any payments in 2017 that would require it to file Form(s) 1099?	X	
b	If "Yes," did or will the corporation file required Forms 1099?	X	
16	During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?		X
17	During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18	Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than $1 million?		X
19	During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
1 Cash		209,023.		392,684.
2a Trade notes and accounts receivable	3,026,122.		4,022,577.	
b Less allowance for bad debts	(231,156.)	2,794,966.	(19,351.)	4,003,226.
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (att. stmt.) STMT 4		126,013.		96,485.
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (att. stmt.)				
10a Buildings and other depreciable assets	271,094.		264,516.	
b Less accumulated depreciation	(254,037.)	17,057.	(260,982.)	3,534.
11a Depletable assets				
b Less accumulated depletion	( )		( )	
12 Land (net of any amortization)				
13a Intangible assets (amortizable only)				
b Less accumulated amortization	( )		( )	
14 Other assets (att. stmt.)				
15 Total assets		3,147,059.		4,495,929.
Liabilities and Shareholders' Equity				
16 Accounts payable		328,301.		1,756,000.
17 Mortgages, notes, bonds payable in less than 1 year		3,600,000.		7,695,307.
18 Other current liabilities (att. stmt.) STMT 5		2,805,262.		3,361,672.
19 Loans from shareholders				
20 Mortgages, notes, bonds payable in 1 year or more		2,000,000.		372,549.
21 Other liabilities (att. stmt.) STMT 6		117,495.		100,314.
22 Capital stock: a Preferred stock	39,714,668.		39,714,668.	
b Common stock	930.	39,715,598.	930.	39,715,598.
23 Additional paid-in capital		591,506.		629,107.
24 Retained earnings - Appropriated (attach statement)				
25 Retained earnings - Unappropriated		-46,011,103.		-49,134,618.
26 Adjustments to shareholders' equity (attach statement)				
27 Less cost of treasury stock		( )		( )
28 Total liabilities and shareholders' equity		3,147,059.		4,495,929.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-3,123,515.	7 Income recorded on books this year not included on this return (itemize): Tax-exempt interest $	
2 Federal income tax per books			
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize): SEE STATEMENT 7	280,936.	8 Deductions on this return not charged against book income this year (itemize): a Depreciation $ 15,252.	
5 Expenses recorded on books this year not deducted on this return (itemize): a Depreciation $		b Charitable contributions $	
b Charitable contributions $		STMT 9	229,623.
c Travel and entertainment $ 22,028.			244,875.
STMT 8 503,273.	525,301.	9 Add lines 7 and 8	244,875.
6 Add lines 1 through 5	-2,317,278.	10 Income (page 1, line 28) - line 6 less line 9	-2,562,153.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year	-46,011,103.	5 Distributions: a Cash	
2 Net income (loss) per books	-3,123,515.	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
		7 Add lines 5 and 6	
4 Add lines 1, 2, and 3	-49,134,618.	8 Balance at end of year (line 4 less line 7)	-49,134,618.

Form **4626**
Department of the Treasury
Internal Revenue Service

Alternative Minimum Tax - Corporations

▶ Attach to the corporation's tax return.
▶ Go to www.irs.gov/Form4626 for instructions and the latest information.

OMB No. 1545-0123

2017

Name: ZUMOBI, INC.

Employer identification number: 38-3740014

Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e).

1	Taxable income or (loss) before net operating loss deduction		1	-2,562,153.
2	**Adjustments and preferences:**			
a	Depreciation of post-1986 property		2a	683.
b	Amortization of certified pollution control facilities		2b	
c	Amortization of mining exploration and development costs		2c	
d	Amortization of circulation expenditures (personal holding companies only)		2d	
e	Adjusted gain or loss		2e	
f	Long-term contracts		2f	
g	Merchant marine capital construction funds		2g	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)		2h	
i	Tax shelter farm activities (personal service corporations only)		2i	
j	Passive activities (closely held corporations and personal service corporations only)		2j	
k	Loss limitations		2k	
l	Depletion		2l	
m	Tax-exempt interest income from specified private activity bonds		2m	
n	Intangible drilling costs		2n	
o	Other adjustments and preferences		2o	
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o		3	-2,561,470.
4	**Adjusted current earnings (ACE) adjustment:**			
a	ACE from line 10 of the ACE worksheet in the instructions	4a: -2,561,470.		
b	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount. See instructions	4b: 0.		
c	Multiply line 4b by 75% (0.75). Enter the result as a positive amount	4c:		
d	Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments. See instructions. **Note:** You **must** enter an amount on line 4d (even if line 4b is positive)	4d:		
e	ACE adjustment. • If line 4b is zero or more, enter the amount from line 4c • If line 4b is less than zero, enter the **smaller** of line 4c or line 4d as a negative amount		4e	0.
5	Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT		5	-2,561,470.
6	Alternative tax net operating loss deduction. See instructions		6	
7	**Alternative minimum taxable income.** Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions		7	
8	**Exemption phase-out** (if line 7 is $310,000 or more, skip lines 8a and 8b and enter -0- on line 8c):			
a	Subtract $150,000 from line 7. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0-	8a:		
b	Multiply line 8a by 25% (0.25)	8b:		
c	Exemption. Subtract line 8b from $40,000. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0-		8c	
9	Subtract line 8c from line 7. If zero or less, enter -0-		9	
10	Multiply line 9 by 20% (0.20)		10	
11	Alternative minimum tax foreign tax credit (AMTFTC). See instructions		11	
12	Tentative minimum tax. Subtract line 11 from line 10		12	
13	Regular tax liability before applying all credits except the foreign tax credit		13	
14	**Alternative minimum tax.** Subtract line 13 from line 12. If zero or less, enter -0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return		14	

JWA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4626** (2017)

717001
01-12-18

ZUMOBI, INC. 38-3740014

Adjusted Current Earnings (ACE) Worksheet

▶ See ACE Worksheet Instructions.

1	Pre-adjustment AMTI. Enter the amount from line 3 of Form 4626				1	-2,561,470.
2	ACE depreciation adjustment:					
a	AMT depreciation			2a 21,514.		
b	ACE depreciation:					
(1)	Post-1993 property	2b(1)	21,514.			
(2)	Post-1989, pre-1994 property	2b(2)				
(3)	Pre-1990 MACRS property	2b(3)				
(4)	Pre-1990 original ACRS property	2b(4)				
(5)	Property described in sections 168(f)(1) through (4)	2b(5)				
(6)	Other property	2b(6)				
(7)	Total ACE depreciation. Add lines 2b(1) through 2b(6)			2b(7) 21,514.		
c	ACE depreciation adjustment. Subtract line 2b(7) from line 2a				2c	
3	Inclusion in ACE of items included in earnings and profits (E&P):					
a	Tax-exempt interest income			3a		
b	Death benefits from life insurance contracts			3b		
c	All other distributions from life insurance contracts (including surrenders)			3c		
d	Inside buildup of undistributed income in life insurance contracts			3d		
e	Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list)			3e		
f	Total increase to ACE from inclusion in ACE of items included in E&P. Add lines 3a through 3e				3f	
4	Disallowance of items not deductible from E&P:					
a	Certain dividends received			4a		
b	Dividends paid on certain preferred stock of public utilities that are deductible under section 247 (as affected by P.L. 113-295, Div. A, section 221(a)(41)(A), Dec. 19, 2014, 128 Stat. 4043)			4b		
c	Dividends paid to an ESOP that are deductible under section 404(k)			4c		
d	Nonpatronage dividends that are paid and deductible under section 1382(c)			4d		
e	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list)			4e		
f	Total increase to ACE because of disallowance of items not deductible from E&P. Add lines 4a through 4e				4f	
5	Other adjustments based on rules for figuring E&P:					
a	Intangible drilling costs			5a		
b	Circulation expenditures			5b		
c	Organizational expenditures			5c		
d	LIFO inventory adjustments			5d		
e	Installment sales			5e		
f	Total other E&P adjustments. Combine lines 5a through 5e				5f	
6	Disallowance of loss on exchange of debt pools				6	
7	Acquisition expenses of life insurance companies for qualified foreign contracts				7	
8	Depletion				8	
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property				9	
10	**Adjusted current earnings.** Combine lines 1, 2c, 3f, 4f, and 5f through 9. Enter the result here and on line 4a of Form 4626				10	-2,561,470.

717021
04-01-17

Form **1125-A**

(Rev. October 2016)

Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.**

▶ **Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.**

OMB No. 1545-0123

Name

ZUMOBI, INC.

Employer Identification number

38-3740014

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule) SEE STATEMENT 10	5	6,881,875.
6	**Total.** Add lines 1 through 5	6	6,881,875.
7	Inventory at end of year	7	
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	6,881,875.

9 a Check all methods used for valuing closing inventory:

(i) ☐ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO 9d

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No

If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions. Form **1125-A** (Rev. 10-2016)

724441
04-01-17 JWA

SCHEDULE G (Form 1120)
(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

Information on Certain Persons Owning the Corporation's Voting Stock

▶ Attach to Form 1120.

OMB No. 1545-0123

Name

ZUMOBI, INC.

Employer identification number (EIN)

38-3740014

Part I **Certain Entities Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4a). Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Percentage Owned in Voting Stock
OAK INVESTMENT PARTNERS XII, LP	20-4960838	PARTNERSHIP	UNITED STATES	76.30%

Part II **Certain Individuals and Estates Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4b). Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock

Form **1125-E**
(Rev. October 2016)
Department of the Treasury
Internal Revenue Service

Compensation of Officers

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.**
▶ **Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.**

OMB No. 1545-0123

Name: ZUMOBI, INC.

Employer Identification number: 38-3740014

Note: Complete Form 1125-E only if total receipts are $500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business	Percent of stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	
1 KEN WILLNER	536-46-9971	100%	.00%	.00%	270,001.
LARA RICKARD	522-08-2583	100%	.71%	.00%	119,020.

2 Total compensation of officers	2	389,021.
3 Compensation of officers claimed on Form 1125-A or elsewhere on return	3	
4 Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4	389,021.

For Paperwork Reduction Act Notice, see separate instructions. Form **1125-E** (Rev. 10-2016)

724451 04-01-17 JWA

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property) OTHER

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2017

Attachment Sequence No. **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
ZUMOBI, INC.	OTHER DEPRECIATION	38-3740014

Part I **Election To Expense Certain Property Under Section 179** **Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	510,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,030,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2016 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2018. Add lines 9 and 10, less line 12 ▶	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II **Special Depreciation Allowance and Other Depreciation (Don't** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	10,573.

Part III **MACRS Depreciation (Don't** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2017	17	11,624.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2017 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27.5 yrs.	MM	S/L	
i	Nonresidential real property	/		39 yrs.	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2017 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	22,197.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No | 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1						29		

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**don't** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2017 tax year:					
43 Amortization of costs that began before your 2017 tax year				43	23.
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	23.

Form **6765** (Rev. March 2018)
Department of the Treasury
Internal Revenue Service

Credit for Increasing Research Activities

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form6765 for instructions and the latest information.

OMB No. 1545-0619
Attachment Sequence No. **81**

Name(s) shown on return: ZUMOBI, INC.
Identifying number: 38-3740014

Section A - Regular Credit. Skip this section and go to Section B if you are electing or previously elected (and are not revoking) the alternative simplified credit.

1	Certain amounts paid or incurred to energy consortia			1	
2	Basic research payments to qualified organizations	2			
3	Qualified organization base period amount	3			
4	Subtract line 3 from line 2. If zero or less, enter -0-			4	
5	Wages for qualified services (do not include wages used in figuring the work opportunity credit)	5			
6	Cost of supplies	6			
7	Rental or lease costs of computers	7			
8	Enter the applicable percentage of contract research expenses	8			
9	Total qualified research expenses. Add lines 5 through 8	9			
10	Enter fixed-base percentage, but not more than 16% (0.16)	10	16.0000 %		
11	Enter average annual gross receipts	11	5,393,681.		
12	Multiply line 11 by the percentage on line 10	12	862,989.		
13	Subtract line 12 from line 9. If zero or less, enter -0-	13	0.		
14	Multiply line 9 by 50% (0.50)	14			
15	Enter the **smaller** of line 13 or line 14			15	
16	Add lines 1, 4, and 15			16	
17	Are you electing the reduced credit under section 280C? ▶ Yes [X] No [ ] If "Yes," multiply line 16 by 13% (0.13). If "No," multiply line 16 by 20% (0.20) and see the instructions for the statement that must be attached. Fiscal year filers: see instructions. Members of controlled groups or businesses under common control: see instructions for the statement that must be attached			17	

Section B - Alternative Simplified Credit. Skip this section if you are completing Section A.

18	Certain amounts paid or incurred to energy consortia			18	
19	Basic research payments to qualified organizations	19			
20	Qualified organization base period amount	20			
21	Subtract line 20 from line 19. If zero or less, enter -0-			21	
22	Add lines 18 and 21			22	
23	Multiply line 22 by 20% (0.20)			23	
24	Wages for qualified services (do not include wages used in figuring the work opportunity credit)	24			
25	Cost of supplies	25			
26	Rental or lease costs of computers	26			
27	Enter the applicable percentage of contract research expenses	27			
28	Total qualified research expenses. Add lines 24 through 27	28			
29	Enter your total qualified research expenses for the prior 3 tax years. If you had no qualified research expenses in any one of those years, skip lines 30 and 31	29			
30	Divide line 29 by 6.0	30			
31	Subtract line 30 from line 28. If zero or less, enter -0-	31			
32	Multiply line 31 by 14% (0.14). If you skipped lines 30 and 31, multiply line 28 by 6% (0.06)			32	

LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **6765** (Rev. 3-2018)

719681 04-16-18

Section B - Alternative Simplified Credit *(continued)*

33	Add lines 23 and 32	33	
34	Are you electing the reduced credit under section 280C? ▶ Yes ☐ No ☐ If "Yes," multiply line 33 by 65% (0.65). If "No," enter the amount from line 33 and see the line 17 instructions for the statement that must be attached. Fiscal year filers: see instructions. Members of controlled groups or businesses under common control: see instructions for the statement that must be attached	34	

Section C - Current Year Credit

35	Enter the portion of the credit from Form 8932, line 2, that is attributable to wages that were also used to figure the credit on line 17 or line 34 (whichever applies)	35	
36	Subtract line 35 from line 17 or line 34 (whichever applies). If zero or less, enter -0-	36	0.
37	Credit for increasing research activities from partnerships, S corporations, estates, and trusts	37	
38	Add lines 36 and 37 • Estates and trusts, go to line 39. • Partnerships and S corporations not electing the payroll tax credit, stop here and report this amount on Schedule K. • Partnerships and S corporations electing the payroll tax credit, complete Section D and report on Schedule K the amount on this line reduced by the amount on line 44. • Eligible small businesses, stop here and report the credit on Form 3800, Part III, line 4i. See instructions for the definition of eligible small business. • Filers other than eligible small businesses, stop here and report the credit on Form 3800, Part III, line 1c. **Note:** Qualified small business filers, other than partnerships and S corporations, electing the payroll tax credit must complete Form 3800 before completing Section D.	38	
39	Amount allocated to beneficiaries of the estate or trust	39	
40	Estates and trusts, subtract line 39 from line 38. For eligible small businesses, report the credit on Form 3800, Part III, line 4i. See instructions. For filers other than eligible small businesses, report the credit on Form 3800, Part III, line 1c	40	

Section D - Qualified Small Business Payroll Tax Election and Payroll Tax Credit. Skip this section if the payroll tax election does not apply. See instructions.

41	Check this box if you are a qualified small business electing the payroll tax credit. See instructions ☐		
42	Enter the portion of line 36 elected as a payroll tax credit (do not enter more than $250,000). See instructions	42	
43	General business credit carryforward from the current year (see instructions). Partnerships and S corporations skip this line and go to line 44	43	
44	Partnerships and S corporations, enter the smaller of line 36 or line 42. All others, enter the smallest of line 36, line 42, or line 43. Enter here and on the applicable line of Form 8974, Part 1, column (e). Members of controlled groups or businesses under common control: see instructions for the statement that must be attached	44	

ELECTION NOT TO CLAIM THE ADDITIONAL FIRST YEAR
DEPRECIATION ALLOWABLE UNDER IRC SEC. 168(K)

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

FOR THE YEAR ENDING DECEMBER 31, 2017

ZUMOBI, INC., HEREBY ELECTS, PURSUANT TO IRC SEC. 168(K)(7), NOT TO CLAIM THE ADDITIONAL DEPRECIATION ALLOWABLE UNDER IRC SEC. 168(K) FOR THE FOLLOWING QUALIFYING PROPERTY PLACED IN SERVICE DURING THE TAX YEAR ENDING DECEMBER 31, 2017.

COMPUTER SOFTWARE AS DEFINED BY IRC SEC. 167(F)(1)(B).

SEE ATTACHED FORM 4562.

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

FOR THE YEAR ENDING DECEMBER 31, 2017

ZUMOBI, INC. IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER REG. SEC. 1.263(A)-1(F).

ZUMOBI, INC. 38-3740014

FORM 1120 OTHER INCOME STATEMENT 1

DESCRIPTION	AMOUNT
OTHER INCOME	113,446.
TOTAL TO FORM 1120, LINE 10	113,446.

FORM 1120 TAXES AND LICENSES STATEMENT 2

DESCRIPTION	AMOUNT
BUSINESS TAXES	34,916.
LICENSES AND PERMITS	2,351.
PAYROLL TAXES	196,942.
STATE TAX PAYMENTS	7,707.
TOTAL TO FORM 1120, LINE 17	241,916.

FORM 1120 OTHER DEDUCTIONS STATEMENT 3

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	-280,936.
AMORTIZATION	23.
BANK FEES	2,715.
COMMUNICATIONS	48,563.
COMPUTER EXPENSES	109,578.
CONTRACT LABOR EXPENSES	244,494.
DIRECTORS EXPENSE	46,643.
DUES AND SUBSCRIPTIONS	33,968.
EMPLOYEE EXPENSES	28,172.
INSURANCE	34,311.
MEALS AND ENTERTAINMENT	22,028.
MOBILE DEVICE EXPENSE	944.
OFFICE EXPENSES	43,237.
PARKING EXPENSE	25,830.
PROFESSIONAL FEES	309,558.
RECRUITING EXPENSE	99,539.
TRAVEL EXPENSES	83,134.
UTILITIES	247.
TOTAL TO FORM 1120, LINE 26	852,048.

ZUMOBI, INC. 38-3740014

SCHEDULE L — OTHER CURRENT ASSETS — STATEMENT 4

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
PREPAID EXPENSES	126,013.	96,485.
TOTAL TO SCHEDULE L, LINE 6	126,013.	96,485.

SCHEDULE L — OTHER CURRENT LIABILITIES — STATEMENT 5

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCRUED COMPENSATION AND BENEFITS	1,093,493.	1,866,189.
DEFERRED RENT - CURRENT PORTION	0.	-1,477.
INTEREST PAYABLE	448,285.	0.
OTHER ACCRUED LIABILITIES	83,915.	106,304.
SQUARE1 A/R LOC - SHORT TERM	1,175,000.	1,390,656.
UNBILLED REVENUE	4,569.	0.
TOTAL TO SCHEDULE L, LINE 18	2,805,262.	3,361,672.

SCHEDULE L — OTHER LIABILITIES — STATEMENT 6

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
DEBT DISCOUNT - LONG TERM PORTION	-38,361.	-20,901.
DEFERRED RENT - LONG TERM PORTION	0.	5,918.
WARRANT LIABILITY	155,856.	115,297.
TOTAL TO SCHEDULE L, LINE 21	117,495.	100,314.

SCHEDULE M-1 — TAXABLE INCOME NOT RECORDED ON BOOKS — STATEMENT 7

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	280,936.
TOTAL TO SCHEDULE M-1, LINE 4	280,936.

ZUMOBI, INC. 38-3740014

SCHEDULE M-1 OTHER EXPENSES RECORDED ON BOOKS NOT DEDUCTED IN THIS RETURN STATEMENT 8

DESCRIPTION	AMOUNT
INCENTIVE STOCK OPTION EXPENSE	35,553.
NONQUALIFIED STOCK OPTION EXPENSE	2,049.
INTEREST EXPENSE 163(I)	379,375.
CHANGE IN FMV OF STOCK WARRANT	40,559.
PREPAID EXPENSES	29,528.
ACCRUED EXPENSES	16,209.
TOTAL TO SCHEDULE M-1, LINE 5	503,273.

SCHEDULE M-1 OTHER DEDUCTIONS IN THIS RETURN NOT CHARGED AGAINST BOOK INCOME STATEMENT 9

DESCRIPTION	AMOUNT
BAD DEBT RESERVE	211,774.
ACCRUED BONUSES	17,826.
AMORTIZATION	23.
TOTAL TO SCHEDULE M-1, LINE 8	229,623.

FORM 1125-A OTHER COSTS STATEMENT 10

DESCRIPTION	AMOUNT
AD SERVING COSTS	445,697.
COLOCATION SERVICES	105,933.
DATA FEED COSTS	162,374.
PARTNER REVENUE SHARE	6,159,100.
PUSH NOTIFICATION FEES	8,771.
TOTAL TO LINE 5	6,881,875.

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STATE COPY

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

FRANCHISE TAX BOARD
PO BOX 942857
SACRAMENTO, CA 94257-0531

FTB 3586

726340
04-01-17

2017 TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM 100

FOR THE YEAR ENDING

December 31, 2017

Prepared For:

Lara Rickard
Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

To Be Signed and Dated By:

The appropriate corporate officer(s).

Amount of Tax:

Total tax	$	800
Less: payments and credits	$	0
Plus: other amount	$	0
Plus: interest and penalties	$	29
Balance due	$	829

Overpayment:

Not applicable

Make Check Payable to:

Franchise Tax Board

Mail Tax Return and Check (if applicable) to:

This return has qualified for electronic filing. After you have reviewed your return for accuracy, please sign, date and return Form 8453-C to our office. We will then transmit your return to the FTB. Do not mail a copy of the return.

Return Must be Mailed On or Before:

Return Form 8453-C to us by October 15, 2018.

Special Instructions:

Your payment should be made as instructed below on or before October 15, 2018.

Enclose a check or money order for $829, payable to Franchise Tax Board. Separately mail FTB 3586 with payment to:

Franchise Tax Board
PO Box 942857
Sacramento, CA 94257-0531

38-3740014

TAXABLE YEAR **2017**

Underpayment of Estimated Tax by Corporations

CALIFORNIA FORM **5806**

For calendar year 2017 or fiscal year beginning (mm/dd/yyyy) and ending (mm/dd/yyyy)

Corporation name: ZUMOBI INC

California corporation number: 8021339

Part I Figure the Underpayment

1	Current year's tax. See instructions					800.
		(a)	(b)	(c)	(d)	
2	Installment due dates. See instructions	04/18/2017	06/15/2017	09/15/2017	12/15/2017	
3	Percentage required. See instructions	30% (not less than min.)	70% less 1st	70% less prior	100% less prior	
4	Amount due. See instructions	800.				
5a	a Amount paid or credited for each installment					
5b	b Overpayment from previous installment					
6	Add line 5a and line 5b					
7	Underpayment (subtract line 6 from line 4). See instructions. Overpayment (subtract line 4 from line 6). (If line 7 shows an underpayment for any installment, go to **Part IV, Exceptions Worksheets.**)	800.				

Part II Exceptions to the Penalty

If Exception A, line 8a is met for all four installments, **do not** attach this form to the return. If Exception B or C is met, for any installment, attach form FTB 5806 to the back of Form 100, Form 100W, Form 100S or Form 109.

	(check the applicable boxes)		Yes	No	Yes	No	Yes	No	Yes	No
8a	a Exception A - Regular Corporations, line 26	8a								
8b	b Exception A - Large Corporations, line 30. See instrs.	8b								
9	Exception B (line 42) met?	9								
10	Exception C (line 64) met?	10								

Part III Figure the Penalty

If line 7 shows an underpayment for any installment and one of the three exceptions was not met, figure the penalty for that installment by completing line 11 through line 22.

11	Enter the earlier of the payment date, or the 15th day of the 3rd month after the close of the taxable year. Form 109 filers, see instr.	11	03/15/2018			
12	Number of days from date shown on line 2 to date shown on line 11	12	334			
13	Number of days on line 12 before 7/01/17, or the payment date, whichever is earlier	13	76			
14	Number of days on line 12 after 6/30/17 and before 1/01/18, or the payment date, whichever is earlier	14	184			
15	Number of days on ln. 12 after 12/31/17 and before 7/01/18, or the payment date, whichever is earlier. **Calendar yr corps.**, see instr.	15	74			
16	**For fiscal yr corps. only.** Number of days on line 12 after 6/30/18 and before 1/01/19. See inst.	16				
17	**For fiscal year corps. only.** Number of days on line 12 after 12/31/18 and before 2/15/19	17				
18	Number of days on line 13 / Number of days in taxable year x 4% x line 7	18	7.			
19	Number of days on line 14 / Number of days in taxable year x 4% x line 7	19	16.			
20	Number of days on line 15 / Number of days in taxable year x 4% x line 7	20	6.			
21	Number of days on line 16 / Number of days in taxable year x % (see instr.) x line 7	21				
22	Number of days on line 17 / Number of days in taxable year x % (see instr.) x line 7	22				
22a	Add amounts for each column from line 18 through line 22	22a	29.			

22b **Total estimated penalty due.** Add line 22a, column (a) through column (d). Enter here and on Form 100, line 43a; Form 100W, line 40a; Form 100S, line 42a; or Form 109, line 27 SEE STATEMENT 1 — 22b: 29.

TAXABLE YEAR **2017**

California Corporation Franchise or Income Tax Return

FORM **100**

8021339 ZUMO 38-3740014 000000000000 17
TYB 01-01-2017 TYE 12-31-2017
ZUMOBI INC

1525 4TH AVENUE SUITE 800
SEATTLE WA 98101

Schedule Q Questions *(continued on Side 2)*

A **FINAL RETURN?** • ☐ Dissolved ☐ Surrendered (withdrawn) ☐ Merged/Reorganized ☐ IRC Section 338 sale ☐ QSub election.
Enter date (mm/dd/yyyy) • _____

B 1. Is income included in a combined report of a unitary group? ..... • ☐ Yes ☒ No

If "Yes," indicate: ☐ Wholly within CA (R&TC 25101.15)
☐ Within and outside of CA

2. Is there a change in the members listed in Schedule R-7 from the prior year? ..... • ☐ Yes ☐ No

3. Enter the number of members (including parent or key corporation) listed in the Schedule R-7, Part I, Section A, subject to income or franchise tax. ..... • _____

4. Is form FTB 3544 **and/or** 3554A attached to the return? ..... • ☐ Yes ☒ No

C 1. During this taxable year, did another person or legal entity acquire control or majority ownership (more than a 50% interest) of this corporation or any of its subsidiaries that owned California real property (i.e., land, buildings), leased such property for a term of 35 years or more, or leased such property from a government agency for any term? ..... • ☐ Yes ☒ No

2. During this taxable year, did this corporation or any of its subsidiaries acquire control or majority ownership (more than a 50% interest) in another legal entity owned California real property (i.e., land, buildings), leased such property for a term of 35 years or more, or leased such property from a government agency for any term? ..... • ☐ Yes ☒ No

3. During this taxable year, has more than 50% of the voting stock of this corporation cumulatively transferred in one or more transactions after an interest in California real property (i.e., land, buildings) was transferred to it that was excluded from property tax reassessment under R&TC Section 62 (a)(2) and it was not reported on a previous year's tax return? ..... • ☐ Yes ☒ No

(Yes requires filing of statement, penalties may apply - see instructions.)

State Adjustments

1	Net income (loss) before state adjustments. See instructions ..... •	1	-2,562,153. 00
2	Amount deducted for foreign or domestic tax based on income or profits from Schedule A ..... •	2	00
3	Amount deducted for tax under the provisions of the Corporation Tax Law from Schedule A ..... •	3	00
4	Interest on government obligations ..... •	4	00
5	Net California capital gain from Side 6, Schedule D, line 11 ..... •	5	00
6	Depreciation and amortization in excess of amount allowed under California law. Attach form FTB 3885 ..... •	6	00
7	Net income from corporations not included in federal consolidated return. See instructions ..... •	7	00
8	Other additions. Attach schedule(s) ..... •	8	00
9	Total. Add line 1 through line 8 ..... •	9	-2,562,153. 00

[redacted]

State Adjustments (con't)	10 Intercompany dividend deduction. Attach Schedule H (100)	10	00		
	11 Dividends received deduction. Attach Schedule H (100)	11	00		
	12 Additional depreciation allowed under CA law. Attach form FTB 3885	12	00		
	13 Capital gain from federal Form 1120, line 8	13	00		
	14 Contributions	14	00		
	15 Other deductions. Attach schedule(s)	15	00		
	16 Total. Add line 10 through line 15			16	00
	17 Net income (loss) after state adjustments. Subtract line 16 from Side 1, line 9.			17	-2,562,153. 00
CA Net Income	18 Net income (loss) for state purposes. Complete Sch. R if apportioning or allocating income. See instructions			18	-252,569. 00
	19 Net operating loss (NOL) deduction. See instructions	19	00		
	20 EZ, LARZ, TTA, or LAMBRA NOL carryover deduction. See instrs.	20	00		
	21 Disaster loss deduction. See instructions	21	00		
	22 Net income for tax purposes. Combine line 19 through line 21. Then, subtract from line 18			22	-252,569. 00
Taxes	23 Tax. 8.8400 % x line 22 (at least minimum franchise tax, if applicable, see instructions)			23	800. 00
	24 Credit name _____ code _____ amount ▶	24	00		
	25 Credit name _____ code _____ amount ▶	25	00		
	26 To claim more than two credits, see instructions	26	00		
	27 Add line 24 through line 26			27	00
	28 **Balance.** Subtract line 27 from line 23 (at least minimum franchise tax, if applicable)			28	800. 00
	29 Alternative minimum tax. Attach Schedule P (100). See instructions			29	00
	30 **Total tax.** Add line 28 and line 29			30	800. 00
Payments	31 Overpayment from prior year allowed as a credit	31	00		
	32 **2017 Estimated tax payments.** See instructions	32	00		
	33 2017 Withholding (Form 592-B, and/or 593). See instructions	33	00		
	34 Amount paid with extension of time to file tax return	34	00		
	35 Total payments. Add line 31 through line 34			35	00
Refund or Amount Due	36 **Use tax. This is not a total line.** See instructions	36	00		
	37 Payments balance. If line 35 is more than line 36, subtract line 36 from line 35			37	00
	38 **Use tax balance.** If line 36 is more than line 35, subtract line 35 from line 36			38	00
	39 **Franchise or income tax due.** If line 30 is more than line 37, subtract line 37 from line 30.			39	800. 00
	40 **Overpayment.** If line 37 is more than line 30, subtract line 30 from line 37			40	00
	41 Amount of line 40 to be credited to 2018 estimated tax			41	00
	42 **Refund.** Subtract line 41 from line 40.			42	00
	See instructions to have the refund directly deposited. ☐ Checking ☐ Savings				
	42a. Routing number 42b. Type 42c. Account number				
	43 a Penalties and interest			43a	29. 00
	b ☐ Check if estimate penalty computed using Exception B or C on form FTB 5806. See instructions.				
	44 **Total amount due.** Add line 38, line 39, line 41, and line 43a. Then subtract line 40 from the result			44	829. 00

Schedule Q Questions *(continued from Side 1)*

D If the corporation filed on a water's edge basis pursuant to R&TC Sections 25110 and 25113 in previous years, enter the date the water's edge election ended (mm/dd/yyyy) •

E Was the corporation's income included in a consolidated federal return? • ☐ Yes ☒ No

F Principal business activity code. (**Do not** leave blank): • 517000

Business activity CELL PHONE SOFTWARE

Product or service CELL PHONE SOFTWARE

Schedule Q Questions *(continued on Side 3)*

[redacted]

G Date incorporated (mm/dd/yyyy): 08/15/2006 Where: • State DE Country US

H Date business began in California or date income was first derived from California sources ..... (mm/dd/yyyy) • 01/01/2009

I First return? ..... • ☐ Yes ☒ No If "Yes" and this corporation is a successor to a previously existing business, check the appropriate box.

• (1) ☐ Sole proprietorship (2) ☐ Partnership (3) ☐ Joint venture (4) ☐ Corporation (5) ☐ Other

(Attach statement showing name, address, and FEIN/SSN/ITIN of previous business.)

J "Doing business as" name. See instructions: ..... •

K At any time during the taxable year, was more than 50% of the voting stock:

1. Of the corporation owned by any single interest? ..... STATEMENT 2 • ☒ Yes ☐ No
2. Of another corporation owned by this corporation? ..... • ☐ Yes ☒ No
3. Of this and one or more other corporations owned or controlled, directly or indirectly, by the same interests? ..... • ☐ Yes ☒ No

If 1 or 3 is "Yes" enter the country of the ultimate parent ..... •

If 1, 2, or 3 is "Yes," furnish a statement of ownership indicating pertinent names, addresses, and percentages of stock owned.

If the owner(s) is an individual, provide the SSN/ITIN.

L Has the corporation included a reportable transaction or listed transaction within this return? (See Instructions for definitions.) ..... • ☐ Yes ☒ No

If "Yes," complete and attach federal Form 8886 for each transaction.

M Is this corporation apportioning or allocating income to California using Schedule R? ..... • ☒ Yes ☐ No

N How many affiliates in the combined report are claiming immunity from taxation in California under Public Law 86-272? •

O Corporation headquarters are: ..... • (1) ☐ Within California (2) ☐ Outside of California, within the U.S. (3) ☒ Outside of the U.S.

P Location of principal accounting records CORPORATE ADDRESS

Q Accounting method: ..... • (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other

R Does this corporation or any of its subsidiaries have a Deferred Intercompany Stock Account (DISA)? ..... • ☐ Yes ☒ No

Is "Yes," enter the total balance of all DISAs ..... • $

S Is this corporation or any of its subsidiaries a RIC? ..... • ☐ Yes ☒ No

T Is this corporation treated as a REMIC for California purposes? ..... • ☐ Yes ☒ No

U Is this corporation a REIT for California purposes? ..... • ☐ Yes ☒ No

V Is this corporation an LLC or limited partnership electing to be taxed as a corporation for federal purposes? ..... • ☐ Yes ☒ No

If "Yes", enter the effective date of the election (mm/dd/yyyy) .....

W Is this corporation to be treated as a credit union? ..... • ☐ Yes ☒ No

X Is the corporation under audit by the IRS or has it been audited by the IRS in a prior year? ..... • ☐ Yes ☒ No

Y Have all required information returns (e.g. federal Forms 1099, 5471, 5472, 8300, 8865, etc.) been filed with the Franchise Tax Board? ☐ N/A ☒ Yes ☐ No

Z Does the taxpayer (or any corporation of the taxpayer's combined group, if applicable) own 80% or more of the stock of an insurance company? ☐ Yes ☒ No

AA Did this corporation file the federal Schedule UTP (Form 1120)? ..... • ☐ Yes ☒ No

BB Does any member of the combined report own an SMLLC or generate/claim credits that are attributable to an SMLLC? ..... • ☐ Yes ☒ No

CC 1. Did this corporation, or any corporation in a combined reporting group, receive any qualified health care service plan income that is excluded from gross income for state purposes (R&TC Section 24330)? ..... • ☐ Yes ☒ No

2. Is this corporation's, or any corporation in a combined reporting group's, only source of income qualified health care service plan income that is excluded from gross income under R&TC Section 24330 for the taxable year? ..... • ☐ Yes ☒ No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer ▶	Title VP, FINANC	Date	• Telephone 206-515-7603
	Officer's email address (optional)			
Paid Preparer's Use Only	Preparer's signature ▶ KARINA B. STADELMAN	Date 10/12/18	Check if self-employed ▶ ☐	• PTIN P00363599
	Firm's name (or yours, if self-employed) and address ▶ MOSS ADAMS LLP 999 THIRD AVENUE, SUITE 2800 SEATTLE, WA 98104			• FEIN 91-0189318 • Telephone 206-302-6500
	May the FTB discuss this return with the preparer shown above? See instructions			• ☒ Yes ☐ No

ZUMOBI INC 38-3740014

Schedule A Taxes Deducted. Use additional sheet(s) if necessary.

(a) Nature of tax	(b) Taxing authority	(c) Total amount	(d) Nondeductible amount
SEE STATEMENT 3			00
			00
Total. Enter total of column (c) on Schedule F, line 17, and total of column (d) on Side 1, line 2 or line 3. If the corporation uses California computation method to compute the net income, see instructions ...		241,916.	00

Schedule F Computation of Net Income. See instructions.

Income

1	a) Gross receipts or gross sales 10,042,048. b) Less returns and allowance ____ c) Balance	1c	10,042,048. 00	
2	Cost of goods sold. Attach federal Form 1125-A (California Schedule V)	2	6,881,875. 00	
3	Gross profit. Subtract line 2 from line 1c	3	3,160,173. 00	
4	Total dividends. Attach federal Schedule C, California Schedule H (100)	4	00	
5	a) Interest on obligations of the United States and U.S. instrumentalities	5a	00	
	b) Other interest. Attach schedule	5b	00	
6	Gross rents	6	00	
7	Gross royalties	7	00	
8	Capital gain net income. Attach federal Schedule D (California Schedule D)	8	00	
9	Ordinary gain (loss). Attach federal Form 4797 (California Schedule D-1)	9	00	
10	Other income (loss). Attach schedule SEE STATEMENT 5	10	113,446. 00	
11	**Total income.** Add line 3 through line 10	11	3,273,619. 00	

Deductions

12	Compensation of officers. Attach federal Form 1125-E or equivalent schedule			12	389,021. 00	STMT 4
13	Salaries and wages (not deducted elsewhere)			13	2,603,795. 00	
14	Repairs and maintenance			14	00	
15	Bad debts			15	1,083,264. 00	
16	Rents			16	186,646. 00	
17	Taxes (California Schedule A) See instructions.			17	241,916. 00	
18	Interest. Attach schedule			18	239,651. 00	
19	Contributions. Attach schedule			19	00	
20	Depreciation. Attach fed Form 4562 & FTB 3885	20	22,197.00			
21	Less depreciation claimed elsewhere on return	21a	00	21b	22,197. 00	
22	Depletion. Attach schedule			22	00	
23	Advertising			23	32,363. 00	
24	Pension, profit-sharing plans, etc.			24	00	
25	Employee benefit plans			25	184,871. 00	
26	a) Total travel and entertainment 44,056. b) Deductible amounts			26b	22,028. 00	
27	Other deductions. Attach schedule SEE STATEMENT 6			27	830,020. 00	
28	Specific deduction for organizations under R&TC Section 23701r or 23701t. See instr			28	00	
29	**Total deductions.** Add line 12 through line 28					29 5,835,772. 00
30	Net income before state adjustments. Subtract line 29 from line 11. Enter here and on Side 1, line 1					30 -2,562,153. 00

Schedule J Add-On Taxes and Recapture of Tax Credits. See instructions.

1	LIFO recapture due to S corporation election, IRC Sec. 1363(d) deferral: $ ____	1	00
2	Interest computed under the look-back method for completed long-term contracts (Attach form FTB 3834)	2	00
3	Interest on tax attributable to installment: a Sales of certain timeshares and residential lots	3a	00
	b Method for nondealer installment obligations	3b	00
4	IRC Section 197(f)(9)(B)(ii) election	4	00
5	Credit recapture name: ____	5	00
6	Combine line 1 through line 5, revise Side 2, line 39 or line 40, whichever applies, by this amount. Write "Schedule J" to the left of line 39 or line 40	6	00

ZUMOBI INC [redacted] 38-3740014

Schedule V Cost of Goods Sold

1	Inventory at beginning of year	1		00
2	Purchases	2		00
3	Cost of labor	3		00
4	a Additional IRC Section 263A costs. Attach schedule	4a		00
	b Other costs. Attach schedule SEE STATEMENT 10	4b	6,881,875.	00
5	Total. Add line 1 through line 4b	5	6,881,875.	00
6	Inventory at end of year	6		00
7	Cost of goods sold. Subtract line 6 from line 5. Enter here and on Side 4, Schedule F, line 2	7	6,881,875.	00

Method of inventory valuation ▶

Was there any change in determining quantities, costs of valuations between opening and closing inventory? If "Yes," attach an explanation. ☐ Yes ☒ No

Enter California seller's permit number, if any ▶

Check if the LIFO inventory method was adopted this taxable year for any goods. If checked, attach federal Form 970 ☐

If the LIFO inventory method was used for this taxable year, enter the amount of closing inventory under LIFO

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to the corporation? ☐ Yes ☒ No

The corporation may not be required to complete Schedules L, M-1, and M-2. See Schedule M-1 instructions for reporting requirements.

Schedule L Balance Sheet

	Beginning of taxable year		End of taxable year	
Assets	(a)	(b)	(c)	(d)
1 Cash		209,023.		392,684.
2 a Trade notes and accounts receivable	3,026,122.		4,022,577.	
b Less allowance for bad debts	(231,156.)	2,794,966.	(19,351.)	4,003,226.
3 Inventories				
4 Federal and state government obligations				
5 Other current assets. Attach sch(s) STMT 7		126,013.		96,485.
6 Loans to stockholders/officers. Att sch				
7 Mortgage and real estate loans				
8 Other investments. Attach sch(s)				
9 a Buildings and other fixed depreciable assets	271,094.		264,516.	
b Less accumulated depreciation	(254,037.)	17,057.	(260,982.)	3,534.
10 a Depletable assets				
b Less accumulated depletion	( )		( )	
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization	( )		( )	
13 Other assets. Attach sch(s)				
14 **Total assets**		3,147,059.		4,495,929.
Liabilities and Stockholders' Equity				
15 Accounts payable		328,301.		1,756,000.
16 Mortgages, notes, bonds payable in less than 1 year		3,600,000.		7,695,307.
17 Other current liabilities. Att. sch(s) STMT 8		2,805,262.		3,361,672.
18 Loans from stockholders. Att. sch(s)				
19 Mortgages, notes, bonds payable in 1 year or more		2,000,000.		372,549.
20 Other liabilities. Attach sch(s) STMT 9		117,495.		100,314.
21 Capital stock: a Preferred stock	39,714,668.		39,714,668.	
b Common stock	930.	39,715,598.	930.	39,715,598.
22 Paid-in or capital surplus. Attach reconciliation		591,506.		629,107.
23 Retained earnings - Appropriated. Att. sch.				
24 Retained earnings - Unappropriated		-46,011,103.		-49,134,618.
25 Adjustments to shareholders' equity. Att. sch.				
26 Less cost of treasury stock		( )		( )
27 **Total liabilities and stockholders' equity**		3,147,059.		4,495,929.

ZUMOBI INC [redacted] 38-3740014

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) Per Return.

If the corporation **completed** federal **Sch M-3 (Form 1120/1120F)**, see instructions.

1 Net income per books	-3,123,515.	7 Income recorded on books this year not included in this return (itemize)	
2 Federal income tax		a Tax-exempt interest $	
3 Excess of capital losses over capital gains		b Other $	
4 Taxable income not recorded on books this year (itemize) STMT 11	280,936.	c Total. Add line 7a and line 7b	
5 Expenses recorded on books this year not deducted in this return (itemize)		8 Deductions in this return not charged against book income this year (itemize)	
a Depreciation $		a Depreciation $ 15,252.	
b State taxes $		b State tax refunds $	
c Travel and entertainment $ 22,028.		c Other $ 229,623.	STMT 13
d Other $ 503,273.	STMT 12		
e Total. Add line 5a through line 5d	525,301.	d Total. Add line 8a through line 8c	244,875.
6 Total. Add line 1 through line 5e	-2,317,278.	9 Total. Add line 7c and line 8d	244,875.
		10 Net income per return. Subtract line 9 from line 6	-2,562,153.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Side 5, Schedule L, line 24)

1 Balance at beginning of year	-46,011,103.	5 Distributions: a Cash	
2 Net income per books	-3,123,515.	b Stock	
3 Other increases (itemize)		c Property	
		6 Other decreases (itemize)	
4 Total. Add line 1 through line 3	-49,134,618.	7 Total. Add line 5 and line 6	
		8 Balance at end of year. Subtract line 7 from line 4.	-49,134,618.

Schedule D California Capital Gains and Losses

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less. Use additional sheet(s) if necessary.

(a) Kind of property and description (Example, 100 shares of Z Co.)	(b) Date acquired (mm/dd/yyyy)	(c) Date sold (mm/dd/yyyy)	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain (loss) ((d) less (e))
1					00
					00

2 Short-term capital gain from installment sales from form FTB 3805E, line 26 or line 37	◉	2	00
3 Unused capital loss carryover from 2016	◉	3	00
4 Net short-term capital gain (loss). Combine line 1 through line 3	•	4	00

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year. Use additional sheet(s) if necessary.

5					00
					00

6 Enter gain from Schedule D-1, line 9 and/or any capital gain distributions	◉	6	00
7 Long-term capital gain from installment sales from form FTB 3805E, line 26 or line 37	◉	7	00
8 Net long-term capital gain (loss). Combine line 5 through line 7	•	8	00
9 Enter excess of net short-term capital gain (line 4) over net long-term capital loss (line 8)		9	00
10 Net capital gain. Enter excess of net long-term capital gain (line 8) over net short-term capital loss (line 4)		10	00
11 Total lines 9 and 10. Enter here and on Form 100, Side 1, line 5. If losses exceed gains, carry forward losses to 2018		11	00

TAXABLE YEAR **2017**

Apportionment and Allocation of Income

CALIFORNIA SCHEDULE **R**

Attach this schedule behind the California tax return and prior to the supporting schedules.

For calendar year 2017 or fiscal year beginning month (mm/dd/yyyy) , and ending (mm/dd/yyyy) .

Name as shown on your California tax return	SSN, ITIN, FEIN, CA corp no., or CA SOS file no.
ZUMOBI INC	8021339

Water's-Edge Filers Only: If controlled foreign corporations are included in the combined report, attach form FTB 2416.

Complete Schedule R (Side 1 and Side 2) and all applicable Schedules (R-1 through R-7). See General Information for Schedule R.

1 a	Net income (loss) after state adjustments from Form 100 or Form 100W, Side 2, line 17; Form 100S, Side 2, line 14; Form 100X, line 4. Form 565 and Form 568 filers: Enter the total of line 1 through line 11c from Schedule K (565 or 568) less the total of line 12 through line 13e from Schedule K (565 or 568)		1a	-2,562,153. 00
b	Water's-edge foreign investment interest offset from form FTB 2424, line 17		1b	00
c	Total. Combine line 1a and line 1b		1c	-2,562,153. 00
Nonbusiness Income (Loss) from All Sources. See General Information A for definitions and examples.				
2	Dividends included on line 1a and not deducted on Form 100, Side 2, line 11; Form 100W, Side 2, lines 11a/b; or Form 100S, Side 2, lines 9 and 10	2 00		
3	Interest. Attach schedule	3 00		
4	Net income (loss) from the rental of property from Schedule R-3, line 3, column (c)	4 00		
5	Royalties. Attach schedule	5 00		
6	Gain (loss) from the sale of assets from Schedule R-4, line 2, column (e)	6 00		
7	Gain (loss) from sale of a nonbusiness interest in a partnership or LLC. Attach sch	7 00		
8	Miscellaneous nonbusiness income (loss). Attach schedule	8 00		
9	Total nonbusiness income (loss). Combine line 2 through line 8		9	00
Business Income (Loss) before Apportionment (subject to a separate apportionment formula)				
10	Nonunitary partnership or LLC business income (loss)	10 00		
11	Income (loss) from a separate trade or business. Attach supplemental Schedule R	11 00		
12	Business income (loss) deferred from prior years. See General Information L	12 00		
13	Capital gain (loss) netting subject to separate apportionment. See Gen Information M	13 00		
14	Total separately apportionable business income (loss). Combine line 10 through line 13		14	00
15	Tot business inc (loss) subject to apportionment for this trade or business, subtract the sum of ln 9 and ln 14 from ln 1c		15	-2,562,153. 00
16	Interest offset from Schedule R-5, line 7 or line 16 (California domiciliaries only)		16	00
17	Business Income (loss) for this trade or business subject to apportionment. Combine line 15 and line 16		17	-2,562,153. 00
18 a	Apportionment percentage from Schedule R-1, Part A, line 2 or Part B, line 5		18a	9.8577 %
b	Business income (loss) apportioned to California. Multiply line 17 by line 18a		18b	-252,569. 00
Nonbusiness Income (Loss) Allocable to California. If no income (loss) is allocable to California, **do not** complete line 19 through line 26, enter -0- on line 27 and go to Side 2, line 28.				
19	Dividends and interest income (if taxpayer's commercial domicile is in California):			
a	Dividends included in line 2 above		19a	00
b	Interest included in line 3 above		19b	00
20	Net income (loss) from the rental of property within California from Schedule R-3, line 3, column (b)		20	00
21	Royalties. Attach schedule		21	00
22	Gain (loss) from the sale of assets within California from Schedule R-4, line 2, total of column (b) and column (d). Combined reporting groups, see General Information M		22	00
23	Gain (loss) from sale of a nonbusiness interest in a partnership or LLC. Attach schedule		23	00
24	Miscellaneous nonbusiness income (loss). Attach schedule		24	00
25	Total nonbusiness income (loss) allocable to California. Combine line 19a through line 24		25	00
26	Interest offset from line 16 allocated to income included on line 19a and line 19b (California domiciliary only). See General Information J		26	00
27	Net nonbusiness income (loss) allocable to California. Subtract line 26 from line 25		27	00

Name as shown on your California tax return	SSN, ITIN, FEIN, CA corp no., or CA SOS file no.
ZUMOBI INC	8021339

California Business Income (Loss) subject to a separate apportionment formula.

28	California business income (loss) from a nonunitary partnership or LLC	28	00		
29	California income (loss) from a separate trade or business. Attach supplemental schedule R.	29	00		
30	California business income (loss) deferred from prior yrs. See General Information L	30	00		
31	Total business income (loss) separately apportioned to California. Combine line 28 through line 30			31	00
Net Income (Loss) for California Purpose					
32	Post-apportioned and allocated amounts from capital gain (loss) netting. See General Information M			32	00
33	Net income (loss) for California purposes before contributions adjustment. Combine line 18b, 27, 31 and 32			33	-252,569. 00
34	Contributions adjustment from Schedule R-6, line 15			34	00
35	Net income (loss) for California purposes. Combine line 33 and line 34. Enter here and on Form 100 or Form 100W, Side 2, line 18 or Form 100S, Side 2, line 15			35	-252,569. 00

Complete the applicable Schedules R-1 through R-7, starting on Side 3.

Name as shown on your California tax return	SSN, ITIN, FEIN, CA corp no., or CA SOS file no.
ZUMOBI INC	8021339

Schedule R-1 Apportionment Formula.

Part A. Standard Method - Single-Sales Factor Formula. Complete this part only if the corporation uses the single-sales factor formula.

See General Information G and Specific Instructions	(a) Total within and outside California	(b) Total within California	(c) Percent within California (b) ÷ (a) x 100
1 **Sales:** Gross receipts, less returns, and allowances	14,053,955.		
a Sales delivered or shipped to California purchasers			
(i) Shipped from outside California		1,385,400.	
(ii) Shipped from within California		0.	
b Sales shipped from California to:			
(i) The United States Government		0.	
(ii) Purchasers in a state where the taxpayer is not taxable.		• 0.	
c Total other gross receipts	•		
(i) Sales from services		•	
(ii) Sales or other income from intangibles		•	
(iii) Sales from rental, leasing or licensing of tangible or real property		•	
(iv) Sales from other gross receipts		•	
d Sales from partnership or LLCs treated as partnerships	•	•	
Total sales	• 14,053,955.	• 1,385,400.	
2 **Apportionment percentage.** Divide total sales column (b) by total sales column (a) and multiply the result by 100. Enter the result here and on Schedule R, Side 1, line 18a. See General Information H			• 9.8577 %

Part B Three-Factor Formula. Complete this part only if the corporation uses the three-factor formula.

	(a) Total within and outside California	(b) Total within California	(c) Percent within California (b) ÷ (a) x 100
1 **Property:** Use the average yearly value of owned real and tangible personal property used in the business at original cost. See General Information E. Exclude property not connected with the business and the value of construction in progress.			
Inventory			
Buildings			
Machinery and equipment (including delivery equipment)			
Furniture and fixtures			
Land			
Other tangible assets. Attach schedule			
Rented property used in the business. See General Information E			
Total property	•	•	• %
2 **Payroll:** Use employee wages, salaries, commissions, and other compensation related to business income. See General Information F.			
Total payroll	•	•	• %
3 **Sales:** Gross receipts, less returns, and allowances. See General Information G and Specific Instructions			
a Sales delivered or shipped to California purchasers.			
(i) Shipped from outside California			
(ii) Shipped from within California			
b Sales shipped from California to:			
(i) The United States Government			
(ii) Purchasers in a state where the taxpayer is not taxable			
c Total other gross receipts	•	•	
Total sales	•	•	• %
4 **Total percent.** Add the percentages in col (c).			%
5 **Apportionment percentage.** Divide line 4 by 3 enter the result here and on Schedule R, Side 1, line 18a. See General Information H			• %

Name as shown on your California tax return	SSN, ITIN, FEIN, CA corp no., or CA SOS file no.
ZUMOBI INC	8021339

Schedule R-2 Sales and General Questionnaire. Attach additional sheets if necessary.

1 Describe briefly the nature and location(s) of your California business activities:
CELL PHONE APPLICATIONS.

2 State the exact title and principal business activity of all joint ventures, partnerships, or LLCs in which the corporation has an interest:
N/A

3 Does the California sales figure on Schedule R-1 (or a comparable schedule in a combined report) include all sales shipped from California where the purchaser is the U.S. Government? [X] Yes [ ] No If "No," explain.

4 Does the California sales figure on Schedule R-1 (or a comparable schedule in a combined report) include all sales shipped from California to states in which the taxpayer is not subject to tax? See General Information G and Specific Instructions. [X] Yes [ ] No If "No," explain.

5 Did the taxpayer use reasonable approximation to assign sales under Schedule R-1, Part A, line 1c (i)-(iv)? [ ] Yes [X] No
If "Yes," provide a brief description.

6 Are the nonbusiness items reported on Schedule R, Side 1, line 2 through line 8, and the apportionment factor items reported on Schedule R-1 treated consistently on all state tax returns filed by the taxpayer? [X] Yes [ ] No If "No," explain.

7 Has this corporation or any member of its combined unitary group changed the way income is apportioned or allocated to California from prior year tax returns? See General Information I. [ ] Yes [X] No If "Yes," explain.

8 Does the California sales figure on Schedule R-1 (or comparable sch in a combined report) include all sales shipped to California destinations? [X] Yes [ ] No
If "No," indicate the name of the selling member and the nature of the sales activity believed to be immune.

9 Does the California sales figure on Schedule R-1 (or comparable schedule in a combined report) include all sales delivered to customers outside California which have an ultimate destination in California? [X] Yes [ ] No If "No," explain.

Schedule R-3 Net Income (Loss) from the Rental of Nonbusiness Property

	(a) Total outside California	(b) Total within California	(c) Total outside and within California (a) + (b)
1 Income from rents			
2 Rental deductions			
3 Net income (loss) from rents. Subtract line 2 from line 1. Enter the result here and enter column (c) on Side 1, line 4; enter column (b) on Side 1, line 20		◉	◉

Schedule R-4 Gain (Loss) from The Sale of Nonbusiness Assets

California sales of nonbusiness assets include transactions involving: (1) real property located in California; (2) tangible personal property, if it had a situs in California at the time of sale, or if the corporation is commercially domiciled in California and not taxable in the state where the property had a situs at the time of sale; and (3) intangible personal property if the corporation's commercial domicile is in California or the income is otherwise allocable to California.

Description of property sold	Real estate and other tangible assets		Intangible assets		Total
	(a) Gain (loss) from outside California	(b) Gain (loss) from within California	(c) Gain (loss) from outside California	(d) Gain (loss) from within California	(e) Gain (loss) (a) + (b) +(c) + (d)
1	◉	◉	◉	◉	◉
	◉	◉	◉	◉	◉
	◉	◉	◉	◉	◉
2 Total gain (loss)	◉	◉	◉	◉	◉

Enter total gain (loss) line 2, column (e) on Side 1, line 6 and enter total of line 2, column (b) and (d) on Side 1, line 22

Name as shown on your California tax return

ZUMOBI INC

SSN, ITIN, FEIN, CA corp no., or CA SOS file no.

8021339

Schedule R-5 Computation of Interest Offset. Complete only if there are entries on line 2 and/or line 3 of Schedule R and if Schedule R-1 is required. See General Information J. (California domiciliary only)

1	Total interest expense deducted	1		
2	Water's-edge foreign investment interest offset from Side 1, line 1b	2		
3	Balance. Subtract line 2 from line 1	3		
4	Total interest income (Form 100 or Form 100W, Side 1, line 4 and Schedule F, line 5a and line 5b; or Form 100S, Side 1, line 3 and interest income included on Schedule F, line 5 or Schedule K, line 4)	4		
5	Nonbusiness interest income from Side 1, line 3	5		
6	Business interest income. Subtract line 5 from line 4			6
7	Excess interest expense over business interest income. Subtract line 6 from line 3. If line 6 exceeds line 3, enter -0- here and on Side 1, line 16, and **do not** complete the rest of this schedule			7
8	Total dividend income	8		
9	Deducted dividends from Form 100, Side 2, lines 10 and 11; Form 100W, Side 2, lines 10 and 11a/b; or Form 100S, Side 2, lines 9 and 10	9		
10	Net dividend income. Subtract line 9 from line 8			10
11	Business dividend income	11		
12	Deducted dividends from Form 100, Side 2, lines 10 and 11; Form 100W, Side 2, lines 10 and 11a/b; or Form 100S, Side 2, lines 9 and 10, attributable to business dividend income	12		
13	Net business dividend income. Subtract line 12 from line 11			13
14	Net nonbusiness dividend income. Subtract line 13 from line 10			14
15	Total nonbusiness interest and dividend income. Add line 5 and line 14			15
16	Enter the lesser of line 7 or line 15. Enter here and on Side 1, line 16			16

If interest and/or dividend income is reported on Side 1, line 19a or line 19b, enter the allocable portion of Schedule R-5, line 16 on Side 1, line 26. See General Information J. If no interest or dividend income is reported on Side 1, line 19a or line 19b, **do not** deduct any interest expense on Side 1, line 26.

Schedule R-6 Contributions Adjustment. See General Information N.

1	Total contributions paid (current year and carryover amount)	1	
2	Net income (loss) after state adjustments from Side 1, line 1c	2	
3	Portion of dividends deductible under R&TC Sections 24410 and 24411 (from Side 2 of the Form 100, line 11; Form 100W, lines 11a/b; or Form 100S, lines 9 and 10), and other adjustments. See General Information N	3	
4	Contributions deducted on Form 100, Form 100W, or Form 100S	4	
5	Total. Add line 2 through line 4. If zero or less, enter -0-	5	
6	Multiply line 5 by 10% (.10)	6	
7	Net income (loss) for state purposes before contributions adjustment from Side 2, line 33	7	
8	Business dividends deductible on line 3 multiplied by the average apportionment percentage from Schedule R-1, Part A, line 2 or Part B, line 5	8	
9	Amount of line 3 attributable to nonbusiness dividends reported on Side 1, line 19a	9	
10	Contributions deducted (from line 4 above) multiplied by the average apportionment percentage from Schedule R-1, Part A, line 2 or Part B, line 5	10	
11	Total. Add line 7 through line 10. If zero or less, enter -0-	11	
12	Multiply line 11 by 10% (.10)	12	
Contributions Adjustment			
13	Enter the amount shown on line 10	13	
14	Amount of contributions allowable:		
	a If line 1 equals or exceeds line 6, enter the lesser of line 1 or line 12	14a	
	b If line 1 is less than line 6, divide line 11 by line 5. Then multiply line 1 by the result and enter here	14b	
15	Contributions adjustment. Subtract line 14a or line 14b from line 13. Enter here and on Side 2, line 34. If the result is a negative amount, enter in brackets	15	

TAXABLE YEAR **2017**

Net Operating Loss (NOL) Computation and NOL and Disaster Loss Limitations - Corporations

CALIFORNIA FORM **3805Q**

Attach to Form 100, Form 100W, Form 100S, or Form 109.

Corporation name: ZUMOBI INC

California corporation number: 8021339

FEIN: 38-3740014

During the taxable year the corporation incurred the NOL, the corporation was a(n): ◉ [X] C Corporation ◉ [ ] S Corporation ◉ [ ] Exempt Organization ◉ [ ] Limited liability company (electing to be taxed as a corporation)

If the corporation previously filed California tax returns under another corporate name, enter the corporation name and California corporation number:

If the corporation is included in a combined report of a unitary group, see instructions, General Information C, Combined Reporting.

Part I Current year NOL. If the corporation does not have a current year NOL, go to Part II.

1	Net loss from Form 100, line 18; Form 100W, line 18; Form 100S, line 15; or Form 109, line 2. Enter as a positive number	1	252,569. 00
2	2017 disaster loss included in line 1. Enter as a positive number	2	00
3	Subtract line 2 from line 1. If zero or less, enter -0- and see instructions	3	252,569. 00
4 a	Enter the amount of the loss incurred by a new business included in line 3 — 4a 00		
b	Enter the amount of the loss incurred by an eligible small business included in line 3 — 4b 00		
c	Add line 4a and line 4b	4c	00
5	General NOL. Subtract line 4c from line 3	5	252,569. 00
6	Current Year NOL. Add line 2, line 4c, and line 5. See instructions	6	252,569. 00

If the corporation is using the current year NOL to carryback to offset net income for taxable years 2015 and/or 2016, complete Part III, NOL carryback, on Side 2 **before** completing Part I, lines 7-9 below.

7	2017 NOL carryback used to offset 2015 net income. Enter the amount from Part III, line 3, column (e)	7	00
8	2017 NOL carryback used to offset 2016 net income. Enter the amount from Part III, line 3, column (g)	8	00
9	2017 NOL carryover to 2018. Add line 7 and line 8, then subtract the result from line 6. See instructions.	9	252,569. 00

Election to waive carryback

◉ [X] Check the box if the corporation elects to relinquish the entire carryback period with respect to 2017 NOL under Internal Revenue Code (IRC) Section 172(b)(3). By making the election, the corporation is electing to carry an NOL forward instead of carrying it back in the previous two years. Once the election is made, it's **irrevocable**. See instructions. Continue with Part II, NOL carryover and disaster loss carryover limitations. **Do not** complete Part III, NOL carryback.

Part II NOL carryover and disaster loss carryover limitations. See Instructions.

1	Net income - Enter the amount from Form 100, line 18; Form 100W, line 18; Form 100S, line 15 less line 16; or Form 109, line 2; (but not less than -0-).	(g) Available balance: 0.

Prior Year NOLs

	(a) Year of loss	(b) Code - See instructions	(c) Type of NOL - See below *	(d) Initial loss - See instructions	(e) Carryover from 2016	(f) Amount used in 2017		(h) Carryover to 2018 col. (e) minus col. (f)
2	◉				◉			◉
	◉				◉			◉
	◉				◉			◉
	◉				◉			◉

Current Year NOLs

							col. (d) minus col. (f) See instructions.
3 2017		DIS					
4 2017		GEN	252,569.				252,569.
2017							
2017							
2017							

* **Type of NOL:** General (GEN), New Business (NB), Eligible Small Business (ESB), or Disaster (DIS).

Part III NOL carryback

1 2015 Net income - Enter the amount from 2015 Form 100, line 22; Form 100W, line 22; Form 100S line 20; or taxable income from Form 109, line 9; (but not less than -0-) .....

2 2016 Net income - Enter the amount from 2016 Form 100, line 22; Form 100W, line 22; Form 100S, line 20; or taxable income from Form 109, line 9; (but not less than -0-) .....

(a) Year of Loss	(b) Code - See Instruct-ions	(c) Type of NOL- See below*	(d) Initial loss - See Instructions	2015 (e) Carryback used - See instructions	2015 (f) After carryback col. (d) minus col. (e)	2016 (g) Carryback used - See instructions	2016 (h) After carryback col. (f) minus col. (g)	(i) Carryover to 2018 col. (d) minus (col. (e) plus col. (g))
3 2017								
2017								
2017								
2017								
2017								

* **Type of NOL:** General (GEN), New Business (NB), Eligible Small Business (ESB), or NOL attributable to a qualified disaster loss (DIS).

Part IV 2017 NOL deduction

1 Total the amounts in Part II, line 2, column (f) 1 00

2 Enter the total amount from line 1 that represents disaster loss carryover deduction here and on Form 100, line 21; Form 100W, line 21; or Form 100S, line 19. Form 109 filers enter -0- 2 00

3 Subtract line 2 from line 1. Enter the result here and on Form 100, line 19; Form 100W, line 19; Form 100S, line 17; or Form 109, line 7 ..... 3 00

TAXABLE YEAR **2017**

Corporation Depreciation and Amortization

38-3740014
CALIFORNIA FORM **3885**

Attach to Form 100 or Form 100W.

Corporation name	California corporation number
ZUMOBI INC	8021339

Part I Election To Expense Certain Property Under IRC Section 179

1 Maximum deduction under IRC Section 179 for California	1	$25,000
2 Total cost of IRC Section 179 property placed in service	2	
3 Threshold cost of IRC Section 179 property before reduction in limitation	3	$200,000
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0-	5	

	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7 Listed property (elected IRC Section 179 cost)	7		
8 Total elected cost of IRC Section 179 property. Add amounts in column (c), line 6 and line 7		8	
9 Tentative deduction. Enter the **smaller** of line 5 or line 8		9	
10 Carryover of disallowed deduction from prior taxable years		10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5		11	
12 IRC Section 179 expense deduction. Add line 9 and line 10, but do not enter more than line 11		12	
13 Carryover of disallowed deduction to 2018. Add line 9 and line 10, less line 12	13		

Part II Depreciation and Election of Additional First Year Depreciation Deduction Under R&TC Section 24356

	(a) Description property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation Method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14								

15 Add the amounts in column (g) and column (h). The total of column (h) may not exceed $2,000. See instructions for line 14, column (h)	15		

Part III Summary

16 Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g); **or** Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h), **or** Depreciation (if no election is made), enter the amount from line 15, column (g)	16	22,197.
17 Total depreciation claimed for federal purposes from federal Form 4562, line 22	17	22,197.
18 Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 2, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.)	18	0.

Part IV Amortization

	(a) Description of property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC section (see instructions)	(f) Period or percentage	(g) Amortization for this year
19							

20 Total. Add the amounts in column (g)	20	23.
21 Total amortization claimed for federal purposes from federal Form 4562, line 44	21	23.
22 Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 2, line 12	22	0.

Voucher at bottom of page.

DO NOT MAIL A PAPER COPY OF THE CORPORATE OR EXEMPT ORGANIZATION TAX RETURN WITH THE PAYMENT VOUCHER.
If the amount of payment is zero, do not mail this voucher.

WHERE TO FILE: Using black or blue ink, make check or money order payable to the "Franchise Tax Board." Write the corporation number or FEIN and "2017 FTB 3586" on the check or money order. Detach voucher below. Enclose, but **do not** staple, payment with voucher and mail to:

FRANCHISE TAX BOARD
PO BOX 942857
SACRAMENTO CA 94257-0531

Make all checks or money orders payable in U.S. dollars and drawn against a U.S. financial institution.

WHEN TO FILE:

Corporations - File and Pay by the 15th day of the 4th month following the close of the taxable year.

S corporations - File and Pay by the 15th day of the 3rd month following the close of the taxable year.

Exempt organizations - File and Pay by the 15th day of the 5th month following the close of the taxable year.

When the due date falls on a weekend or holiday, the deadline to file and pay without penalty is extended to the next business day.
Due to the federal Emancipation Day holiday on April 16, 2018, tax returns filed and payments mailed or submitted on April 17, 2018, will be considered timely.

ONLINE SERVICES: Corporations can make payments online using Web Pay for Businesses. Corporations can make an immediate payment or schedule payments up to a year in advance. Go to **ftb.ca.gov/pay** for more information.

739035 11-29-17

--- DETACH HERE --- IF NO PAYMENT IS DUE, DO NOT MAIL THIS VOUCHER --- DETACH HERE ---

CAUTION: You may be required to pay electronically, see instructions.

TAXABLE YEAR **2017**

Payment Voucher for Corporations and Exempt Organizations e-filed Returns

CALIFORNIA FORM **3586 (e-file)**

8021339 ZUMO 38-3740014 000000000000 17 FORM 1
TYB 01-01-2017 TYE 12-31-2017
ZUMOBI INC

1525 4TH AVENUE 800
SEATTLE WA 98101

(206) 269-1111

Total Payment Amt 829.

022

Date Accepted _____

DO NOT MAIL THIS FORM TO THE FTB

TAXABLE YEAR **2017**

California e-file Return Authorization for Corporations

FORM **8453-C**

Corporation name: ZUMOBI, INC.

Identifying number: 38-3740014

Part I Tax Return Information (whole dollars only)

1	Total income (Form 100, line 9, Form 100S, line 8, Form 100W, line 9 or Form 100X, Line 6)	1	-2,562,153. 00
2	Taxable income (Form 100, line 22, Form 100S, line 20, Form 100W, line 22 or Form 100X, Line 10)	2	-252,569. 00
3	Total tax (Form 100, line 30, Form 100S, line 29, Form 100W, line 30 or Form 100X, Line 18)	3	800. 00
4	Tax due (Form 100, line 39, Form 100S, line 38, Form 100W, line 36 or Form 100X, Line 20)	4	800. 00
5	Overpayment (Form 100, line 40, Form 100S, line 39, Form 100W, line 37 or Form 100X, Line 27)	5	00

Part II Settle Your Account Electronically for Taxable Year 2017

6 ☐ Direct deposit of refund (For Forms 100, 100S, and 100W only.)

7 ☐ Electronic funds withdrawal **7a** Amount **7b** Withdrawal date (mm/dd/yyyy)

Part III Schedule of Estimated Tax Payments for Taxable Year 2018 (These are NOT installment payments for the current amount the corporation owes.)

	First Payment	Second Payment	Third Payment	Fourth Payment
8 Amount				
9 Withdrawal Date				

Part IV Banking Information (Have you verified the corporation's banking information?)

10 Routing number _____

11 Account number **12** Type of account: ☐ Checking ☐ Savings

Part V Declaration of Officer

I authorize the corporate account to be settled as designated in Part II. If I check Part II, Box 6, I declare that the account specified in Part IV for the direct deposit refund agrees with the authorization stated on my return. If I check Part II, Box 7, I authorize an electronic funds withdrawal for the amount listed on line 7a and any estimated payment amounts listed on line 8 from the account specified in Part IV.

Under penalties of perjury, I declare that I am an officer of the above corporation and that the information I provided to my electronic return originator (ERO), transmitter, or intermediate service provider and the amounts in Part I above agree with the amounts on the corresponding lines of the corporation's 2017 California income tax return. To the best of my knowledge and belief, the corporation's return is true, correct, and complete. If the corporation is filing a balance due return, I understand that if the Franchise Tax Board (FTB) does not receive full and timely payment of the corporation's tax liability, the corporation will remain liable for the tax liability and all applicable interest and penalties. I authorize the corporation return and accompanying schedules and statements be transmitted to the FTB by the ERO, transmitter, or intermediate service provider. **If the processing of the corporation's return or refund is delayed, I authorize the FTB to disclose to the ERO or intermediate service provider the reason(s) for the delay or the date when the refund was sent.**

Sign Here ▶ Signature of officer _____ Date _____ ▶ VP, FINANCE Title

Part VI Declaration of Electronic Return Originator (ERO) and Paid Preparer.

I declare that I have reviewed the above corporation's return and that the entries on form FTB 8453-C are complete and correct to the best of my knowledge. (If I am only an intermediate service provider, I understand that I am not responsible for reviewing the corporation's return. I declare, however, that form FTB 8453-C accurately reflects the data on the return.) I have obtained the corporate officer's signature on form FTB 8453-C before transmitting this return to the FTB; I have provided the corporate officer with a copy of all forms and information that I will file with the FTB, and I have followed all other requirements described in FTB Pub. 1345, 2017 e-file Handbook for Authorized e-file Providers. I will keep form FTB 8453-C on file for **four** years from the due date of the return or **four** years from the date the corporation return is filed, whichever is later, and I will make a copy available to the FTB upon request. If I am also the paid preparer, under penalties of perjury, I declare that I have examined the above corporation's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

ERO Must Sign

ERO's signature ▶

Date: 10/12/18 | Check if also paid preparer ☐ | Check if self-employed ☐ | ERO's PTIN: P00363599

Firm's name (or yours if self-employed) and address ▶ MOSS ADAMS LLP
999 THIRD AVENUE, SUITE 2800
SEATTLE, WA

FEIN: 91-0189318

ZIP code: 98104

Under penalties of perjury, I declare that I have examined the above corporation's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

Paid Preparer Must Sign

Paid preparer's signature ▶ | Date | Check if self-employed ☐ | Paid preparer's PTIN

Firm's name (or yours if self-employed) and address ▶ | FEIN | ZIP code

For Privacy Notice, get FTB 1131 ENG/SP.

FTB 8453-C 2017

739101 11-27-17

ZUMOBI, INC. 38-3740014

FORM 5806 COMPUTATION OF INTEREST ON UNDERPAYMENT STATEMENT 1

QTR	EVENT AMOUNT	TYPE	REMAINING UNDERPAYMENT	PERIOD OF UNDERPAYMENT		DAYS	INTEREST RATE	AMOUNT OF PENALTY
A								
	800.	Q	800.	04/15/2017	06/30/2017	76	4.0000	7.
		R	800.	06/30/2017	12/31/2017	184	4.0000	16.
		R	800.	12/31/2017	03/15/2018	74	4.0000	6.
TOTAL TO FORM 5806 LINE 22B								29.

EVENT TYPE: Q = QUARTERLY AMOUNT DUE
P = PAYMENT
R = INTEREST RATE CHANGE
L = LEAP YEAR CHANGE
W = NONRESIDENT WITHHOLDING
O = PRIOR YEAR OVERPAYMENTS & PAYMENTS MADE AFTER AN INSTALLMENT DUE DATE BUT BEFORE THE 1ST DAY OF THE MONTH THE NEXT INSTALLMENT IS DUE - APPLIED AS LATE PAYMENT TO A PREVIOUS INSTALLMENT

FORM 100/100W VOTING STOCK INFORMATION - QUESTION K.1 STATEMENT 2

NAME	OAK INVESTMENT PARTNERS XII, LP
ADDRESS	525 UNIVERSITY AVENUE, SUITE 1300
CITY	PALO ALTO
STATE	CA ZIP CODE 94301
COUNTRY	US
ID OR SSN	20-4960838
PERCENT OWNED	76.3170%

FORM 100/100W, SCHEDULE A TAXES DEDUCTED STATEMENT 3

(A) NATURE OF TAX AND (B) TAXING AUTHORITY	(C) TOTAL TAXES	(D) NONDED AMOUNT
BUSINESS TAXES	34,916.	
LICENSES AND PERMITS	2,351.	
PAYROLL TAXES	196,942.	
STATE TAX PAYMENTS	7,707.	
TOTAL TO FORM 100/100W, SCHEDULE A	241,916.	

ZUMOBI, INC. 38-3740014

FORM 100/100W, SCHEDULE F COMPENSATION OF OFFICERS STATEMENT 4

(A) NAME OF OFFICER	(B) SOCIAL SECURITY NUMBER	(C) PCT OF TIME DEVOTED	PCT OF STK (D) COM	(E) PFD	(F) AMOUNT OF COMPENSATION
KEN WILLNER	536-46-9971	100%	.00%	.00%	270,001.
LARA RICKARD	522-08-2583	100%	.71%	.00%	119,020.
TOTAL COMPENSATION OF OFFICERS					389,021.
LESS: COMPENSATION OF OFFICERS CLAIMED ELSEWHERE ON RETURN					
TOTAL TO FORM 100/100W, SCHEDULE F					389,021.

FORM 100/100W, SCHEDULE F OTHER INCOME STATEMENT 5

DESCRIPTION	AMOUNT
OTHER INCOME	113,446.
TOTAL TO FORM 100/100W, SCHEDULE F	113,446.

FORM 100/100W, SCHEDULE F OTHER DEDUCTIONS STATEMENT 6

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	-280,936.
AMORTIZATION	23.
BANK FEES	2,715.
COMMUNICATIONS	48,563.
COMPUTER EXPENSES	109,578.
CONTRACT LABOR EXPENSES	244,494.
DIRECTORS EXPENSE	46,643.
DUES AND SUBSCRIPTIONS	33,968.
EMPLOYEE EXPENSES	28,172.
INSURANCE	34,311.
MOBILE DEVICE EXPENSE	944.
OFFICE EXPENSES	43,237.
PARKING EXPENSE	25,830.
PROFESSIONAL FEES	309,558.
RECRUITING EXPENSE	99,539.
TRAVEL EXPENSES	83,134.
UTILITIES	247.
TOTAL TO FORM 100/100W, SCHEDULE F	830,020.

ZUMOBI, INC. 38-3740014

FORM 100/100W, SCHEDULE L OTHER CURRENT ASSETS STATEMENT 7

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
PREPAID EXPENSES	126,013.	96,485.
TOTAL TO FORM 100/100W, SCHEDULE L	126,013.	96,485.

FORM 100/100W, SCHEDULE L OTHER CURRENT LIABILITIES STATEMENT 8

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCRUED COMPENSATION AND BENEFITS	1,093,493.	1,866,189.
DEFERRED RENT - CURRENT PORTION	0.	-1,477.
INTEREST PAYABLE	448,285.	0.
OTHER ACCRUED LIABILITIES	83,915.	106,304.
SQUARE1 A/R LOC - SHORT TERM	1,175,000.	1,390,656.
UNBILLED REVENUE	4,569.	0.
TOTAL TO FORM 100/100W, SCHEDULE L	2,805,262.	3,361,672.

FORM 100/100W, SCHEDULE L OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
DEBT DISCOUNT - LONG TERM PORTION	-38,361.	-20,901.
DEFERRED RENT - LONG TERM PORTION	0.	5,918.
WARRANT LIABILITY	155,856.	115,297.
TOTAL TO FORM 100/100W, SCHEDULE L	117,495.	100,314.

FORM 100/100W, SCHEDULE V COST OF GOODS SOLD - OTHER COSTS STATEMENT 10

DESCRIPTION	AMOUNT
AD SERVING COSTS	445,697.
COLOCATION SERVICES	105,933.
DATA FEED COSTS	162,374.
PARTNER REVENUE SHARE	6,159,100.
PUSH NOTIFICATION FEES	8,771.
TOTAL TO FORM 100/100W, SCHEDULE V	6,881,875.

ZUMOBI, INC. 38-3740014

FORM 100/100W, SCHEDULE M-1 TAXABLE INCOME NOT RECORDED ON BOOKS STATEMENT 11

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	280,936.
TOTAL TO FORM 100/100W, SCHEDULE M-1	280,936.

FORM 100/100W, SCHEDULE M-1 EXPENSES RECORDED ON BOOKS NOT DEDUCTED ON RETURN STATEMENT 12

DESCRIPTION	AMOUNT
INCENTIVE STOCK OPTION EXPENSE	35,553.
NONQUALIFIED STOCK OPTION EXPENSE	2,049.
INTEREST EXPENSE 163(I)	379,375.
CHANGE IN FMV OF STOCK WARRANT	40,559.
PREPAID EXPENSES	29,528.
ACCRUED EXPENSES	16,209.
TOTAL TO FORM 100/100W, SCHEDULE M-1	503,273.

FORM 100/100W, SCHEDULE M-1 DEDUCTIONS IN RETURN NOT CHARGED AGAINST BOOK INCOME STATEMENT 13

DESCRIPTION	AMOUNT
BAD DEBT RESERVE	211,774.
ACCRUED BONUSES	17,826.
AMORTIZATION	23.
TOTAL TO FORM 100/100W, SCHEDULE M-1	229,623.

Form **1120**

Department of the Treasury
Internal Revenue Service

U.S. Corporation Income Tax Return

For calendar year 2017 or tax year

beginning _____, ending _____

EXTENSION GRANTED TO 10/15/18

▶ Go to www.irs.gov/Form1120 for instructions and the latest information.

OMB No. 1545-0123

2017

A Check if:
1a Consolidated return (attach Form 851) ☐
b Life/nonlife consolidated return ☐
2 Personal holding co. (attach Sch. PH) ☐
3 Personal service corp. (see instructions) ☐
4 Schedule M-3 attached ☐

TYPE OR PRINT

Name: ZUMOBI, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.: 1525 4TH AVENUE, SUITE 800

City or town, state, or province, country, and ZIP or foreign postal code: SEATTLE, WA 98101

B Employer identification number: 38-3740014

C Date incorporated: 08/15/2006

D Total assets (see instructions): $ 4,495,929.

E Check if: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

Income	1a	Gross receipts or sales	1a 10,042,048.	
	b	Returns and allowances	1b	
	c	Balance. Subtract line 1b from line 1a		1c 10,042,048.
	2	Cost of goods sold (attach Form 1125-A)		2 6,881,875.
	3	Gross profit. Subtract line 2 from line 1c		3 3,160,173.
	4	Dividends (Schedule C, line 19)		4
	5	Interest		5
	6	Gross rents		6
	7	Gross royalties		7
	8	Capital gain net income (attach Schedule D (Form 1120))		8
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)		9
	10	Other income (attach statement) SEE STATEMENT 1		10 113,446.
	11	**Total income.** Add lines 3 through 10 ▶		11 3,273,619.
Deductions (See instructions for limitations on deductions.)	12	Compensation of officers (attach Form 1125-E) ▶		12 389,021.
	13	Salaries and wages (less employment credits)		13 2,603,795.
	14	Repairs and maintenance		14
	15	Bad debts		15 1,083,264.
	16	Rents		16 186,646.
	17	Taxes and licenses SEE STATEMENT 2		17 241,916.
	18	Interest		18 239,651.
	19	Charitable contributions		19
	20	Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		20 22,197.
	21	Depletion		21
	22	Advertising		22 32,363.
	23	Pension, profit-sharing, etc., plans		23
	24	Employee benefit programs		24 184,871.
	25	Domestic production activities deduction (attach Form 8903)		25
	26	Other deductions (attach statement) SEE STATEMENT 3		26 852,048.
	27	**Total deductions.** Add lines 12 through 26 ▶		27 5,835,772.
	28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11		28 -2,562,153.
	29a	Net operating loss deduction (see instructions)	29a	
	b	Special deductions (Schedule C, line 20)	29b	
	c	Add lines 29a and 29b		29c
Tax, Refundable Credits, and Payments	30	**Taxable income.** Subtract line 29c from line 28. See instructions		30 -2,562,153.
	31	Total tax (Schedule J, Part I, line 11)		31 0.
	32	Total payments and refundable credits (Schedule J, Part II, line 21)		32
	33	Estimated tax penalty. See instructions. Check if Form 2220 is attached ▶ ☐		33
	34	**Amount owed.** If line 32 is smaller than the total of lines 31 and 33, enter amount owed		34 0.
	35	**Overpayment.** If line 32 is larger than the total of lines 31 and 33, enter amount overpaid		35
	36	Enter amount from line 35 you want: **Credited to 2018 estimated tax** ▶ **Refunded** ▶		36

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ Signature of officer _____ Date _____ ▶ VP, FINANCE Title

May the IRS discuss this return with the preparer shown below? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name: KARINA B. STADELMAN	Preparer's signature: KARINA B. STADELMA	Date: 10/12/18	Check if self-employed ☐	PTIN: P00363599
Firm's name ▶ MOSS ADAMS LLP			Firm's EIN ▶	91-0189318
Firm's address ▶ 999 THIRD AVENUE, SUITE 2800 SEATTLE, WA 98104			Phone no.	206-302-6500

711601
01-23-18 JWA **For Paperwork Reduction Act Notice, see separate instructions.** Form 1120 (2017)

Schedule C Dividends and Special Deductions (see instructions)

		(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2	Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3	Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4	Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5	Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6	Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7	Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8	Dividends from wholly owned foreign subsidiaries		100	
9	**Total.** Add lines 1 through 8			
10	Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11	Dividends from affiliated group members		100	
12	Dividends from certain FSCs		100	
13	Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, or 12			
14	Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15	Foreign dividend gross-up			
16	IC -DISC and former DISC dividends not included on line 1, 2, or 3			
17	Other dividends			
18	Deduction for dividends paid on certain preferred stock of public utilities			
19	**Total dividends.** Add lines 1 through 17. Enter here and on page 1, line 4 ▶			
20	**Total special deductions.** Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b ▶			

Schedule J Tax Computation and Payment (see instructions)

Part I - Tax Computation

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)) ▶ ☐			
2	Income tax. Check if a qualified personal service corporation. See instructions ▶ ☐		2	0.
3	Alternative minimum tax (attach Form 4626)		3	
4	Add lines 2 and 3		4	0.
5a	Foreign tax credit (attach Form 1118)	5a		
b	Credit from Form 8834 (see instructions)	5b		
c	General business credit (attach Form 3800)	5c		
d	Credit for prior year minimum tax (attach Form 8827)	5d		
e	Bond credits from Form 8912	5e		
6	**Total credits.** Add lines 5a through 5e		6	
7	Subtract line 6 from line 4		7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))		8	
9a	Recapture of investment credit (attach Form 4255)	9a		
b	Recapture of low-income housing credit (attach Form 8611)	9b		
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c		
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d		
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e		
f	Other (see instructions - attach statement)	9f		
10	**Total.** Add lines 9a through 9f		10	
11	**Total tax.** Add lines 7, 8, and 10. Enter here and on page 1, line 31		11	0.

Part II - Payments and Refundable Credits

12	2016 overpayment credited to 2017		12	
13	2017 estimated tax payments		13	
14	2017 refund applied for on Form 4466		14	( )
15	Combine lines 12, 13, and 14		15	
16	Tax deposited with Form 7004		16	
17	Withholding (see instructions)		17	
18	**Total payments.** Add lines 15, 16, and 17		18	
19	Refundable credits from:			
a	Form 2439	19a		
b	Form 4136	19b		
c	Form 8827, line 8c	19c		
d	Other (attach statement - see instructions)	19d		
20	**Total credits.** Add lines 19a through 19d		20	
21	**Total payments and credits.** Add lines 18 and 20. Enter here and on page 1, line 32		21	

Schedule K Other Information (see instructions)

		Yes	No
1	Check accounting method: a ☐ Cash b ☒ Accrual c ☐ Other (specify) ▶		
2	See the instructions and enter the:		
a	Business activity code no. ▶ 517000		
b	Business activity ▶ CELL PHONE SOFTWARE		
c	Product or service ▶ CELL PHONE SOFTWARE		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?		X
	If "Yes," enter name and EIN of the parent corporation ▶		
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)	X	
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)		X

Schedule K Other Information (continued from page 3)

		Yes	No
5	At the end of the tax year, did the corporation:		
a	Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on **Form 851**, Affiliations Schedule? For rules of constructive ownership, see instructions		X

If "Yes," complete (i) through (iv) below.

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

b	Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions		X

If "Yes," complete (i) through (iv) below.

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6	During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316		X
	If "Yes," file **Form 5452**, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		
7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock?		X
	For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶ _____ and (b) Owner's country ▶ _____		
	(c) The corporation may have to file **Form 5472**, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶ _____		
8	Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ ☐		
	If checked, the corporation may have to file **Form 8281**, Information Return for Publicly Offered Original Issue Discount Instruments.		
9	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $ _____		
10	Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶ 27		
11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ▶ ☐		
	If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.		
12	Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ▶ $ _____		
13	Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than $250,000?		X
	If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ▶ $ _____		
14	Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions		X
	If "Yes," complete and attach Schedule UTP.		
15a	Did the corporation make any payments in 2017 that would require it to file Form(s) 1099?	X	
b	If "Yes," did or will the corporation file required Forms 1099?	X	
16	During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?		X
17	During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18	Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than $1 million?		X
19	During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
1 Cash		209,023.		392,684.
2a Trade notes and accounts receivable	3,026,122.		4,022,577.	
b Less allowance for bad debts	(231,156.)	2,794,966.	(19,351.)	4,003,226.
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (att. stmt.) STMT 4		126,013.		96,485.
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (att. stmt.)				
10a Buildings and other depreciable assets	271,094.		264,516.	
b Less accumulated depreciation	(254,037.)	17,057.	(260,982.)	3,534.
11a Depletable assets				
b Less accumulated depletion	( )		( )	
12 Land (net of any amortization)				
13a Intangible assets (amortizable only)				
b Less accumulated amortization	( )		( )	
14 Other assets (att. stmt.)				
15 Total assets		3,147,059.		4,495,929.
Liabilities and Shareholders' Equity				
16 Accounts payable		328,301.		1,756,000.
17 Mortgages, notes, bonds payable in less than 1 year		3,600,000.		7,695,307.
18 Other current liabilities (att. stmt.) STMT 5		2,805,262.		3,361,672.
19 Loans from shareholders				
20 Mortgages, notes, bonds payable in 1 year or more		2,000,000.		372,549.
21 Other liabilities (att. stmt.) STMT 6		117,495.		100,314.
22 Capital stock: a Preferred stock	39,714,668.		39,714,668.	
b Common stock	930.	39,715,598.	930.	39,715,598.
23 Additional paid-in capital		591,506.		629,107.
24 Retained earnings - Appropriated (attach statement)				
25 Retained earnings - Unappropriated		-46,011,103.		-49,134,618.
26 Adjustments to shareholders' equity (attach statement)				
27 Less cost of treasury stock		( )		( )
28 Total liabilities and shareholders' equity		3,147,059.		4,495,929.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-3,123,515.	7 Income recorded on books this year not included on this return (itemize): Tax-exempt interest $	
2 Federal income tax per books			
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize): SEE STATEMENT 7	280,936.	8 Deductions on this return not charged against book income this year (itemize): a Depreciation $ 15,252.	
5 Expenses recorded on books this year not deducted on this return (itemize): a Depreciation $		b Charitable contributions $	
b Charitable contributions $		STMT 9	229,623.
c Travel and entertainment $ 22,028.			244,875.
STMT 8 503,273.	525,301.	9 Add lines 7 and 8	244,875.
6 Add lines 1 through 5	-2,317,278.	10 Income (page 1, line 28) - line 6 less line 9	-2,562,153.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year	-46,011,103.	5 Distributions: a Cash	
2 Net income (loss) per books	-3,123,515.	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
		7 Add lines 5 and 6	
4 Add lines 1, 2, and 3	-49,134,618.	8 Balance at end of year (line 4 less line 7)	-49,134,618.

Form **4626**
Department of the Treasury
Internal Revenue Service

Alternative Minimum Tax - Corporations

▶ Attach to the corporation's tax return.
▶ Go to www.irs.gov/Form4626 for instructions and the latest information.

OMB No. 1545-0123

2017

Name: ZUMOBI, INC.

Employer identification number: 38-3740014

Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e).

1	Taxable income or (loss) before net operating loss deduction		1	-2,562,153.
2	**Adjustments and preferences:**			
a	Depreciation of post-1986 property		2a	683.
b	Amortization of certified pollution control facilities		2b	
c	Amortization of mining exploration and development costs		2c	
d	Amortization of circulation expenditures (personal holding companies only)		2d	
e	Adjusted gain or loss		2e	
f	Long-term contracts		2f	
g	Merchant marine capital construction funds		2g	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)		2h	
i	Tax shelter farm activities (personal service corporations only)		2i	
j	Passive activities (closely held corporations and personal service corporations only)		2j	
k	Loss limitations		2k	
l	Depletion		2l	
m	Tax-exempt interest income from specified private activity bonds		2m	
n	Intangible drilling costs		2n	
o	Other adjustments and preferences		2o	
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o		3	-2,561,470.
4	**Adjusted current earnings (ACE) adjustment:**			
a	ACE from line 10 of the ACE worksheet in the instructions	4a: -2,561,470.		
b	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount. See instructions	4b: 0.		
c	Multiply line 4b by 75% (0.75). Enter the result as a positive amount	4c:		
d	Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments. See instructions. **Note:** You **must** enter an amount on line 4d (even if line 4b is positive)	4d:		
e	ACE adjustment. • If line 4b is zero or more, enter the amount from line 4c • If line 4b is less than zero, enter the **smaller** of line 4c or line 4d as a negative amount		4e	0.
5	Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT		5	-2,561,470.
6	Alternative tax net operating loss deduction. See instructions		6	
7	**Alternative minimum taxable income.** Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions		7	
8	**Exemption phase-out** (if line 7 is $310,000 or more, skip lines 8a and 8b and enter -0- on line 8c):			
a	Subtract $150,000 from line 7. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0-	8a:		
b	Multiply line 8a by 25% (0.25)	8b:		
c	Exemption. Subtract line 8b from $40,000. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0-		8c	
9	Subtract line 8c from line 7. If zero or less, enter -0-		9	
10	Multiply line 9 by 20% (0.20)		10	
11	Alternative minimum tax foreign tax credit (AMTFTC). See instructions		11	
12	Tentative minimum tax. Subtract line 11 from line 10		12	
13	Regular tax liability before applying all credits except the foreign tax credit		13	
14	**Alternative minimum tax.** Subtract line 13 from line 12. If zero or less, enter -0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return		14	

ZUMOBI, INC. 38-3740014

Adjusted Current Earnings (ACE) Worksheet

▶ See ACE Worksheet Instructions.

1	Pre-adjustment AMTI. Enter the amount from line 3 of Form 4626				1	-2,561,470.
2	ACE depreciation adjustment:					
a	AMT depreciation			2a 21,514.		
b	ACE depreciation:					
	(1) Post-1993 property	2b(1)	21,514.			
	(2) Post-1989, pre-1994 property	2b(2)				
	(3) Pre-1990 MACRS property	2b(3)				
	(4) Pre-1990 original ACRS property	2b(4)				
	(5) Property described in sections 168(f)(1) through (4)	2b(5)				
	(6) Other property	2b(6)				
	(7) Total ACE depreciation. Add lines 2b(1) through 2b(6)			2b(7) 21,514.		
c	ACE depreciation adjustment. Subtract line 2b(7) from line 2a				2c	
3	Inclusion in ACE of items included in earnings and profits (E&P):					
a	Tax-exempt interest income			3a		
b	Death benefits from life insurance contracts			3b		
c	All other distributions from life insurance contracts (including surrenders)			3c		
d	Inside buildup of undistributed income in life insurance contracts			3d		
e	Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list)			3e		
f	Total increase to ACE from inclusion in ACE of items included in E&P. Add lines 3a through 3e				3f	
4	Disallowance of items not deductible from E&P:					
a	Certain dividends received			4a		
b	Dividends paid on certain preferred stock of public utilities that are deductible under section 247 (as affected by P.L. 113-295, Div. A, section 221(a)(41)(A), Dec. 19, 2014, 128 Stat. 4043)			4b		
c	Dividends paid to an ESOP that are deductible under section 404(k)			4c		
d	Nonpatronage dividends that are paid and deductible under section 1382(c)			4d		
e	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list)			4e		
f	Total increase to ACE because of disallowance of items not deductible from E&P. Add lines 4a through 4e				4f	
5	Other adjustments based on rules for figuring E&P:					
a	Intangible drilling costs			5a		
b	Circulation expenditures			5b		
c	Organizational expenditures			5c		
d	LIFO inventory adjustments			5d		
e	Installment sales			5e		
f	Total other E&P adjustments. Combine lines 5a through 5e				5f	
6	Disallowance of loss on exchange of debt pools				6	
7	Acquisition expenses of life insurance companies for qualified foreign contracts				7	
8	Depletion				8	
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property				9	
10	**Adjusted current earnings.** Combine lines 1, 2c, 3f, 4f, and 5f through 9. Enter the result here and on line 4a of Form 4626				10	-2,561,470.

717021
04-01-17

Form **1125-A**

(Rev. October 2016)

Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.**

▶ **Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.**

OMB No. 1545-0123

Name

ZUMOBI, INC.

Employer Identification number

38-3740014

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule) SEE STATEMENT 10	5	6,881,875.
6	**Total.** Add lines 1 through 5	6	6,881,875.
7	Inventory at end of year	7	
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	6,881,875.

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO 9d

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No
If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions. Form **1125-A** (Rev. 10-2016)

724441
04-01-17 JWA

SCHEDULE G (Form 1120)
(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

Information on Certain Persons Owning the Corporation's Voting Stock

▶ Attach to Form 1120.

OMB No. 1545-0123

Name

ZUMOBI, INC.

Employer identification number (EIN)

38-3740014

Part I **Certain Entities Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4a). Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Percentage Owned in Voting Stock
OAK INVESTMENT PARTNERS XII, LP	20-4960838	PARTNERSHIP	UNITED STATES	76.30%

Part II **Certain Individuals and Estates Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4b). Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock

Form **1125-E**
(Rev. October 2016)
Department of the Treasury
Internal Revenue Service

Compensation of Officers

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.**
▶ **Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.**

OMB No. 1545-0123

Name: ZUMOBI, INC.

Employer Identification number: 38-3740014

Note: Complete Form 1125-E only if total receipts are $500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business	Percent of stock owned (d) Common	Percent of stock owned (e) Preferred	(f) Amount of compensation
1KEN WILLNER	536-46-9971	100%	.00%	.00%	270,001.
LARA RICKARD	522-08-2583	100%	.71%	.00%	119,020.

2 Total compensation of officers	2	389,021.
3 Compensation of officers claimed on Form 1125-A or elsewhere on return	3	
4 Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4	389,021.

For Paperwork Reduction Act Notice, see separate instructions.

Form **1125-E** (Rev. 10-2016)

724451 04-01-17 JWA

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property) OTHER

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2017

Attachment Sequence No. **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
ZUMOBI, INC.	OTHER DEPRECIATION	38-3740014

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	510,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,030,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2016 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2018. Add lines 9 and 10, less line 12 ▶	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	10,573.

Part III MACRS Depreciation (Don't include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2017	17	11,624.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2017 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27.5 yrs.	MM	S/L	
i	Nonresidential real property	/		39 yrs.	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2017 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	22,197.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**don't** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2017 tax year:					
43 Amortization of costs that began before your 2017 tax year				43	23.
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	23.

Form **6765** (Rev. March 2018)
Department of the Treasury
Internal Revenue Service

Credit for Increasing Research Activities

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form6765 for instructions and the latest information.

OMB No. 1545-0619
Attachment Sequence No. **81**

Name(s) shown on return: ZUMOBI, INC.
Identifying number: 38-3740014

Section A - Regular Credit. Skip this section and go to Section B if you are electing or previously elected (and are not revoking) the alternative simplified credit.

1	Certain amounts paid or incurred to energy consortia			1	
2	Basic research payments to qualified organizations	2			
3	Qualified organization base period amount	3			
4	Subtract line 3 from line 2. If zero or less, enter -0-			4	
5	Wages for qualified services (do not include wages used in figuring the work opportunity credit)	5			
6	Cost of supplies	6			
7	Rental or lease costs of computers	7			
8	Enter the applicable percentage of contract research expenses	8			
9	Total qualified research expenses. Add lines 5 through 8	9			
10	Enter fixed-base percentage, but not more than 16% (0.16)	10	16.0000 %		
11	Enter average annual gross receipts	11	5,393,681.		
12	Multiply line 11 by the percentage on line 10	12	862,989.		
13	Subtract line 12 from line 9. If zero or less, enter -0-	13	0.		
14	Multiply line 9 by 50% (0.50)	14			
15	Enter the **smaller** of line 13 or line 14			15	
16	Add lines 1, 4, and 15			16	
17	Are you electing the reduced credit under section 280C? ▶ Yes [X] No [ ] If "Yes," multiply line 16 by 13% (0.13). If "No," multiply line 16 by 20% (0.20) and see the instructions for the statement that must be attached. Fiscal year filers: see instructions. Members of controlled groups or businesses under common control: see instructions for the statement that must be attached			17	

Section B - Alternative Simplified Credit. Skip this section if you are completing Section A.

18	Certain amounts paid or incurred to energy consortia			18	
19	Basic research payments to qualified organizations	19			
20	Qualified organization base period amount	20			
21	Subtract line 20 from line 19. If zero or less, enter -0-			21	
22	Add lines 18 and 21			22	
23	Multiply line 22 by 20% (0.20)			23	
24	Wages for qualified services (do not include wages used in figuring the work opportunity credit)	24			
25	Cost of supplies	25			
26	Rental or lease costs of computers	26			
27	Enter the applicable percentage of contract research expenses	27			
28	Total qualified research expenses. Add lines 24 through 27	28			
29	Enter your total qualified research expenses for the prior 3 tax years. If you had no qualified research expenses in any one of those years, skip lines 30 and 31	29			
30	Divide line 29 by 6.0	30			
31	Subtract line 30 from line 28. If zero or less, enter -0-	31			
32	Multiply line 31 by 14% (0.14). If you skipped lines 30 and 31, multiply line 28 by 6% (0.06)			32	

LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **6765** (Rev. 3-2018)

719681 04-16-18

Section B - Alternative Simplified Credit *(continued)*

33	Add lines 23 and 32	33	
34	Are you electing the reduced credit under section 280C? ▶ Yes ☐ No ☐ If "Yes," multiply line 33 by 65% (0.65). If "No," enter the amount from line 33 and see the line 17 instructions for the statement that must be attached. Fiscal year filers: see instructions. Members of controlled groups or businesses under common control: see instructions for the statement that must be attached	34	

Section C - Current Year Credit

35	Enter the portion of the credit from Form 8932, line 2, that is attributable to wages that were also used to figure the credit on line 17 or line 34 (whichever applies)	35	
36	Subtract line 35 from line 17 or line 34 (whichever applies). If zero or less, enter -0-	36	0.
37	Credit for increasing research activities from partnerships, S corporations, estates, and trusts	37	
38	Add lines 36 and 37 • Estates and trusts, go to line 39. • Partnerships and S corporations not electing the payroll tax credit, stop here and report this amount on Schedule K. • Partnerships and S corporations electing the payroll tax credit, complete Section D and report on Schedule K the amount on this line reduced by the amount on line 44. • Eligible small businesses, stop here and report the credit on Form 3800, Part III, line 4i. See instructions for the definition of eligible small business. • Filers other than eligible small businesses, stop here and report the credit on Form 3800, Part III, line 1c. **Note:** Qualified small business filers, other than partnerships and S corporations, electing the payroll tax credit must complete Form 3800 before completing Section D.	38	
39	Amount allocated to beneficiaries of the estate or trust	39	
40	Estates and trusts, subtract line 39 from line 38. For eligible small businesses, report the credit on Form 3800, Part III, line 4i. See instructions. For filers other than eligible small businesses, report the credit on Form 3800, Part III, line 1c	40	

Section D - Qualified Small Business Payroll Tax Election and Payroll Tax Credit. Skip this section if the payroll tax election does not apply. See instructions.

41	Check this box if you are a qualified small business electing the payroll tax credit. See instructions ☐		
42	Enter the portion of line 36 elected as a payroll tax credit (do not enter more than $250,000). See instructions	42	
43	General business credit carryforward from the current year (see instructions). Partnerships and S corporations skip this line and go to line 44	43	
44	Partnerships and S corporations, enter the smaller of line 36 or line 42. All others, enter the smallest of line 36, line 42, or line 43. Enter here and on the applicable line of Form 8974, Part 1, column (e). Members of controlled groups or businesses under common control: see instructions for the statement that must be attached	44	

ELECTION NOT TO CLAIM THE ADDITIONAL FIRST YEAR
DEPRECIATION ALLOWABLE UNDER IRC SEC. 168(K)

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

FOR THE YEAR ENDING DECEMBER 31, 2017

ZUMOBI, INC., HEREBY ELECTS, PURSUANT TO IRC SEC. 168(K)(7), NOT TO CLAIM THE ADDITIONAL DEPRECIATION ALLOWABLE UNDER IRC SEC. 168(K) FOR THE FOLLOWING QUALIFYING PROPERTY PLACED IN SERVICE DURING THE TAX YEAR ENDING DECEMBER 31, 2017.

COMPUTER SOFTWARE AS DEFINED BY IRC SEC. 167(F)(1)(B).

SEE ATTACHED FORM 4562.

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

FOR THE YEAR ENDING DECEMBER 31, 2017

ZUMOBI, INC. IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER REG. SEC. 1.263(A)-1(F).

ZUMOBI, INC. 38-3740014

FORM 1120 OTHER INCOME STATEMENT 1

DESCRIPTION	AMOUNT
OTHER INCOME	113,446.
TOTAL TO FORM 1120, LINE 10	113,446.

FORM 1120 TAXES AND LICENSES STATEMENT 2

DESCRIPTION	AMOUNT
BUSINESS TAXES	34,916.
LICENSES AND PERMITS	2,351.
PAYROLL TAXES	196,942.
STATE TAX PAYMENTS	7,707.
TOTAL TO FORM 1120, LINE 17	241,916.

FORM 1120 OTHER DEDUCTIONS STATEMENT 3

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	-280,936.
AMORTIZATION	23.
BANK FEES	2,715.
COMMUNICATIONS	48,563.
COMPUTER EXPENSES	109,578.
CONTRACT LABOR EXPENSES	244,494.
DIRECTORS EXPENSE	46,643.
DUES AND SUBSCRIPTIONS	33,968.
EMPLOYEE EXPENSES	28,172.
INSURANCE	34,311.
MEALS AND ENTERTAINMENT	22,028.
MOBILE DEVICE EXPENSE	944.
OFFICE EXPENSES	43,237.
PARKING EXPENSE	25,830.
PROFESSIONAL FEES	309,558.
RECRUITING EXPENSE	99,539.
TRAVEL EXPENSES	83,134.
UTILITIES	247.
TOTAL TO FORM 1120, LINE 26	852,048.

ZUMOBI, INC. 38-3740014

SCHEDULE L — OTHER CURRENT ASSETS — STATEMENT 4

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
PREPAID EXPENSES	126,013.	96,485.
TOTAL TO SCHEDULE L, LINE 6	126,013.	96,485.

SCHEDULE L — OTHER CURRENT LIABILITIES — STATEMENT 5

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCRUED COMPENSATION AND BENEFITS	1,093,493.	1,866,189.
DEFERRED RENT - CURRENT PORTION	0.	-1,477.
INTEREST PAYABLE	448,285.	0.
OTHER ACCRUED LIABILITIES	83,915.	106,304.
SQUARE1 A/R LOC - SHORT TERM	1,175,000.	1,390,656.
UNBILLED REVENUE	4,569.	0.
TOTAL TO SCHEDULE L, LINE 18	2,805,262.	3,361,672.

SCHEDULE L — OTHER LIABILITIES — STATEMENT 6

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
DEBT DISCOUNT - LONG TERM PORTION	-38,361.	-20,901.
DEFERRED RENT - LONG TERM PORTION	0.	5,918.
WARRANT LIABILITY	155,856.	115,297.
TOTAL TO SCHEDULE L, LINE 21	117,495.	100,314.

SCHEDULE M-1 — TAXABLE INCOME NOT RECORDED ON BOOKS — STATEMENT 7

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	280,936.
TOTAL TO SCHEDULE M-1, LINE 4	280,936.

ZUMOBI, INC. 38-3740014

SCHEDULE M-1 OTHER EXPENSES RECORDED ON BOOKS NOT DEDUCTED IN THIS RETURN STATEMENT 8

DESCRIPTION	AMOUNT
INCENTIVE STOCK OPTION EXPENSE	35,553.
NONQUALIFIED STOCK OPTION EXPENSE	2,049.
INTEREST EXPENSE 163(I)	379,375.
CHANGE IN FMV OF STOCK WARRANT	40,559.
PREPAID EXPENSES	29,528.
ACCRUED EXPENSES	16,209.
TOTAL TO SCHEDULE M-1, LINE 5	503,273.

SCHEDULE M-1 OTHER DEDUCTIONS IN THIS RETURN NOT CHARGED AGAINST BOOK INCOME STATEMENT 9

DESCRIPTION	AMOUNT
BAD DEBT RESERVE	211,774.
ACCRUED BONUSES	17,826.
AMORTIZATION	23.
TOTAL TO SCHEDULE M-1, LINE 8	229,623.

FORM 1125-A OTHER COSTS STATEMENT 10

DESCRIPTION	AMOUNT
AD SERVING COSTS	445,697.
COLOCATION SERVICES	105,933.
DATA FEED COSTS	162,374.
PARTNER REVENUE SHARE	6,159,100.
PUSH NOTIFICATION FEES	8,771.
TOTAL TO LINE 5	6,881,875.

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STATE COPY

2017 TAX RETURN FILING INSTRUCTIONS

MARYLAND FORM 500

FOR THE YEAR ENDING

December 31, 2017

Prepared For:

Lara Rickard
Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

To Be Signed and Dated By:

The appropriate corporate officer(s).

Amount of Tax:

Total tax	$ 0
Less: payments and credits	$ 0
Plus: other amount	$ 0
Plus: interest and penalties	$ 0
No payment required	$

Overpayment:

Not applicable

Make Check Payable to:

Not applicable

Mail Tax Return and Check (if applicable) to:

This return has qualified for electronic filing. After you have reviewed your return for accuracy, please sign, date and return Form EL101B to our office. We will then transmit your return to the MDDOR. Do not mail a copy of the return.

Return Must be Mailed On or Before:

Return Form EL101B to us as soon as possible.

Special Instructions:

DO NOT MAIL

MARYLAND FORM **EL101B**

INCOME TAX DECLARATION FOR BUSINESSES ELECTRONIC FILING

17101B005

2017

OR FISCAL YEAR BEGINNING _____ 2017, ENDING _____

ZUMOBI INC
Name of corporation or pass-through entity

383740014
Federal Employer Identification Number

1525 4TH AVENUE SUITE 800 | SEATTLE | WA | 98101 | _____
Street Address | City or town | State | ZIP Code | +4

PART I Tax Return Information (whole dollars only)

1.	Amount of overpayment to be applied to 2018 estimated tax (Corporations only.)		1.	.00
2.	Amount of overpayment to be refunded (Corporations only.)	REFUND	2.	.00
3.	Total amount due		3.	.00

PART II Declaration and Signature Authorization

Check appropriate box to consent to: ☐ Direct Deposit of refund or ☐ Electronic Funds Withdrawal (direct debit)

4a. Type of account: ☐ Checking ☐ Savings

4b. Routing Number (9-digits): _____ 4c. Account number: _____

4d. Direct debit settlement date (Enter the date (MMDDYY) you want the payment withdrawn from the account.) ..... 4d. _____

4e. Direct debit amount ..... 4e. _____

☐ I consent that the corporation's refund be directly deposited as designated above and declare that the information shown is correct. By consenting, I also agree to disclose to the Maryland State Treasurer's Office certain income tax information including name, amount of refund and the above bank information. This disclosure is necessary to effect direct deposit.

☐ I authorize the State of Maryland and its designated financial agent to initiate an electronic funds withdrawal payment entry to the financial institution account indicated for payment of the Maryland taxes owed by the corporation or pass-through entity and the financial institution to debit the entry to this account. Upon confirmation of consent during the filing of the corporation or pass-through entity state return, this authorization is to remain in full force and effect, and I may not terminate the authorization. I also authorize the financial institutions involved in the processing of this electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

☒ I do not want direct deposit of the refund or an electronic funds withdrawal (direct debit) of the balance due.

Under penalties of perjury, I declare that I am an officer, general partner or managing member of the above corporation or of the pass-through entity. I have compared the information contained on my electronic return with the information that I provided to my electronic return originator or entered on-line and that the name(s), address and amounts described above agree with the amounts shown on the corresponding lines of my 2017 Maryland electronic income tax return. To the best of my knowledge and belief, the return is true, correct and complete. I consent that the return, including accompanying schedules and statements, be sent to the Maryland Revenue Administration Division by my electronic return originator or by the electronic return software provider.

Sign Here _____ VP FINANCE
Corporate officer, general partner or managing member's signature | Title | Date

Wait ten (10) days *after* the receipt of a valid acknowledgement before calling 1-800-638-2937 or from Central Maryland 410-260-7980, about the refund.

PART III Declaration of Electronic Return Originator (paid preparer)

I declare that I have reviewed the return of the corporation or pass-through entity and that the entries on this form are complete and correct to the best of my knowledge. I have obtained the signature of the corporate officer, general partner or managing member, before submitting the return to the Maryland Revenue Administration Division, have provided that official with a copy of all forms and information to be filed with the Maryland Revenue Administration Division, and have followed all other requirements described in the Maryland Business E-File Handbook. This declaration is to be retained at the site of the electronic return originator.

Electronic Return Originator Use Only

_____ 101218
Originator's Signature | Date

916872
EFIN

MOSS ADAMS LLP
Firm's name (or yours if self-employed)

SEATTLE WA 98104
Address | ZIP Code

2063026500
Telephone Number

COM/RAD-060 756101 10-13-17

DO NOT MAIL

MARYLAND FORM **500**

CORPORATION INCOME TAX RETURN

175000005

2017

$

OR FISCAL YEAR BEGINNING _____ 2017, ENDING _____

383740014
▶ Federal Employer Identification Number (9 digits)

FEIN Applied for Date (MMDDYY)

081506
▶ Date of Organization or Incorporation (MMDDYY)

517000
▶ Business Activity Code No. (6 digits)

ZUMOBI INC
Name

1525 4TH AVENUE SUITE 800
Current Mailing Address Line 1 (Street No. and Street Name or PO Box)

Current Mailing Address Line 2 (Apt No., Suite No., Floor No.)

SEATTLE
City or town

WA
State

98101
ZIP Code

+4

▶ ME ▶ YE

STAPLE CHECK HERE

CHECK HERE IF:

☐ Name or address has changed ☐ Inactive corporation ☐ First filing of the corporation ☐ Final Return

▶ ☐ This tax year's beginning and ending dates are different from last year's due to an acquisition or consolidation.

SEE CORPORATION INSTRUCTIONS. ATTACH A COPY OF THE FEDERAL INCOME TAX RETURN THROUGH SCHEDULE M2.

1a. Federal Taxable Income (Enter amount from Federal Form 1120 line 28 or Form 1120-C line 25.) See Instructions. Check applicable box:

☒ 1120 ☐ 1120-REIT ☐ 990T

☐ Other: _____ IF 1120S, FILE ON FORM 510 ..... 1a. -2562153.

1b. Special Deductions (Federal Form 1120 line 29b or Form 1120-C line 26b.) ..... 1b. _____

1c. Federal Taxable Income before net operating loss deduction (Subtract line 1b from 1a.) ..... ▶ 1c. -2562153.

MARYLAND ADJUSTMENTS TO FEDERAL TAXABLE INCOME

(All entries must be positive amounts.)

ADDITION ADJUSTMENTS

2a. Section 10-306.1 related party transactions ..... ▶ 2a. _____

2b. Decoupling Modification Addition adjustment (Enter code letter(s) from instructions.) ..... ___ ___ ___ ___ ▶ 2b. _____

2c. Total Maryland Addition Adjustments to Federal Taxable Income (Add lines 2a and 2b.) ..... 2c. _____

SUBTRACTION ADJUSTMENTS

3a. Section 10-306.1 related party transactions ..... ▶ 3a. _____

3b. Dividends for domestic corporation claiming foreign tax credits (Federal form 1120/1120C Schedule C line 15) ..... ▶ 3b. _____

3c. Dividends from related foreign corporations (Federal form 1120/1120C Schedule C line 13 and 14) ..... ▶ 3c. _____

3d. Decoupling Modification Subtraction adjustment (Enter code letter(s) from instructions.) ..... ___ ___ ___ ___ ▶ 3d. _____

3e. Total Maryland Subtraction Adjustments to Federal Taxable Income (Add lines 3a through 3d.) ..... 3e. _____

4. Maryland Adjusted Federal Taxable Income before NOL deduction is applied (Add lines 1c and 2c, and subtract line 3e.) ..... 4. -2562153.

5. Enter Adjusted Federal NOL Carry-forward available from previous tax years (including FDSC Carry-forward) on a separate company basis (Enter NOL as a positive amount.) ..... ▶ 5. _____

MARYLAND FORM **500** CORPORATION INCOME TAX RETURN 175000105 **2017** page 2

NAME ZUMOBI INC FEIN 383740014

6. **Maryland Adjusted Federal Taxable Income** (If line 4 is less than or equal to zero, enter amount from line 4.) (If line 4 is greater than zero, subtract line 5 from line 4 and enter result. If result is less than zero, enter zero.) ..... 6. -2562153.

MARYLAND ADDITION MODIFICATIONS

(All entries must be positive amounts.)

7a. State and local income tax ..... ▶ 7a.

7b. Dividends and interest from another state, local or federal tax exempt obligation ..... ▶ 7b.

7c. Net operating loss modification recapture (Do not enter NOL carryover. See instructions.) ..... ▶ 7c.

7d. Domestic Production Activities Deduction ..... ▶ 7d.

7e. Deduction for Dividends paid by captive REIT ..... ▶ 7e.

7f. Other additions (Enter code letter(s) from instructions and attach schedule.) ..... ▶ 7f.

7g. Total Addition Modifications (Add lines 7a through 7f.) ..... 7g.

MARYLAND SUBTRACTION MODIFICATIONS

(All entries must be positive amounts.)

8a. Income from US Obligations ..... ▶ 8a.

8b. Other Subtractions (Enter code letter(s) from instructions and attach schedule.) ..... ▶ 8b.

8c. Total Subtraction Modifications (Add lines 8a and 8b.) ..... 8c.

NET MARYLAND MODIFICATIONS

9. Total Maryland Modifications (Subtract line 8c from 7g. If less than zero, enter negative amount.) ..... 9.

10. Maryland Modified Income (Add lines 6 and 9.) ..... 10. -2562153.

APPORTIONMENT OF INCOME

(To be completed by multistate corporations whose apportionment factor is less than 1, otherwise skip to line 13.)

11. Maryland apportionment factor (from page 4 of this form) (If factor is zero, enter .000001.) ..... ▶ 11. .000001

12. Maryland apportionment income (Multiply line 10 by line 11.) ..... 12. -3.

13. Maryland taxable income (from line 10 or line 12, whichever is applicable.) ..... 13. 0.

14. Tax (Multiply line 13 by 8.25%.) ..... 14. 0.

15a. Estimated tax paid with Form 500D, Form MW506NRS and/or credited from 2016 overpayment ..... ▶15a.

15b. Tax paid with an extension request (Form 500E) ..... ▶15b.

15c. Nonrefundable business income tax credits from Part BB. (See instructions for Form 500CR.)

15d. Refundable business income tax credits from Part EE. (See instructions for Form 500CR.)

You must file this form electronically to claim business tax credits from Form 500CR.

15e. The Heritage Structure Rehabilitation Tax Credit is claimed on line 1 of Part EE on Form 500CR. Check here ☐ if you are a non-profit corporation.

15f. Nonresident tax paid on behalf of the corporation by pass-through entities (Attach Maryland Schedule K-1.) ..... ▶ 15f.

15g. Total payments and credits (Add lines 15a through 15f.) ..... 15g.

16. Balance of tax due (If line 14 exceeds line 15g, enter the difference.) ..... ▶ 16.

17. Overpayment (If line 15g exceeds line 14, enter the difference.) ..... ▶ 17.

18. Interest and/or penalty from Form 500UP _____ or late payment interest _____ ..... TOTAL. ▶ 18.

19. Total balance due (Add lines 16 and 18, or if line 18 exceeds line 17 enter the difference.) ..... 19.

20. Amount of overpayment to be applied to estimated tax for 2018 (not to exceed the net of line 17 less line 18) ..... ▶ 20.

21. Amount of overpayment TO BE REFUNDED (Add lines 18 and 20, and subtract the total from line 17.) ..... ▶ 21.

MARYLAND FORM **500**

CORPORATION INCOME TAX RETURN

175000205

2017 page 3

NAME ZUMOBI INC FEIN 383740014

DIRECT DEPOSIT OF REFUND (See Instructions.) **Be sure the account information is correct.**

If this refund will go to an account outside of the United States, then to comply with banking rules, place a "Y" in this box ..... ▶ ☐ and see Instructions.

For the direct deposit option, complete the following information clearly and legibly.

22a. Type of account: ▶ ☐ Checking ☐ Savings

22b. Routing Number (9-digits): ▶

22c. Account number: ▶

INFORMATIONAL PURPOSES ONLY (LINES 23 & 24)

23.	NOL generated in Current Year - Carryforward 20 years and back 2 years (If line 6 is less than zero, enter on line 23.)	23.	-2562153.
24.	NAM generated in Current Year - Carried Forward/Back with Loss on Line 23 per Section 10-205(e) (If line 6 is less than zero AND line 9 is greater than zero, enter the amount from line 9 on line 24.)	24.	0.

MARYLAND FORM **500** CORPORATION INCOME TAX RETURN

175000305

2017 page 4

NAME ZUMOBI INC FEIN 383740014

Schedule A - COMPUTATION OF APPORTIONMENT FACTOR (Applies only to multistate corporations. See instructions.)

NOTE: Special apportionment formulas are required for rental/leasing, financial institutions, transportation and manufacturing companies.

		Column 1 TOTALS WITHIN MARYLAND	Column 2 TOTALS WITHIN AND WITHOUT MARYLAND	Column 3 DECIMAL FACTOR (Column 1 ÷ Column 2 rounded to six places)
1A. Receipts	a. Gross receipts or sales less returns and allowances ▶	0	▶ 14053955	
	b. Dividends			
	c. Interest			
	d. Gross rents			
	e. Gross royalties			
	f. Capital gain net income			
	g. Other income (Attach schedule.)			
	h. Total receipts (Add lines 1A(a) through 1A(g), for Columns 1 and 2.) ▶	0	▶ 14053955	.000001 ◀
1B. Receipts	Enter the same factor shown on line 1A, Column 3. Disregard this line if special apportionment formula is used			.000001
2. Property	a. Inventory			
	b. Machinery and equipment	0	267805	
	c. Buildings			
	d. Land			
	e. Other tangible assets (Attach schedule.)			
	f. Rent expense capitalized (multiply by eight)	0	1493168	
	g. Total property (Add lines 2a through 2f, for Columns 1 and 2.) ▶	0	▶ 1760973	.000001 ◀
3. Payroll	a. Compensation of officers	0	389022	
	b. Other salaries and wages	0	2585969	
	c. Total payroll (Add lines 3a and 3b, for Columns 1 and 2.) ▶	0	▶ 2974991	.000001 ◀

4. **Total of factors** (Add entries in Column 3.) .000004

5. **Maryland apportionment factor** Divide line 4 by four for three-factor formula, or by the number of factors used if special apportionment formula required. (If factor is zero, enter .000001 on line 11 page 2.) .000001

MARYLAND FORM **500**

CORPORATION INCOME TAX RETURN

175000405

2017 page 5

NAME ZUMOBI INC FEIN 383740014

SCHEDULE B - ADDITIONAL INFORMATION REQUIRED (Attach a separate schedule if more space is necessary.)

1. Telephone number of corporation tax department: 2062691111
2. Address of principal place of business in Maryland (if other than indicated on page 1):
3. Brief description of operations in Maryland: DEVELOPER WORKING OUT OF HOME OFFICE
4. Has the Internal Revenue Service made adjustments (for a tax year in which a Maryland return was required) that were not previously reported to the Maryland Revenue Administration Division? ☐ Yes ☒ No
   If "yes", indicate tax year(s) here: _____ and submit an amended return(s) together with a copy of the IRS adjustment report(s) under separate cover.
5. Did the corporation file employer withholding tax returns/forms with the Maryland Revenue Administration Division for the last calendar year? ☐ Yes ☒ No
6. Is this entity part of the federal consolidated filing? ▶ ☐ Yes ☒ No

If a multistate operation, provide the following:

7. Is this entity a multistate corporation that is a member of a unitary group? ▶ ☐ Yes ☒ No
8. Is this entity a multistate manufacturer with more than 25 employees? ▶ ☐ Yes ☒ No

SIGNATURE AND VERIFICATION

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct and complete. If prepared by a person other than taxpayer, the declaration is based on all information of which the preparer has any knowledge.

Check here ☒ if you authorize your preparer to discuss this return with us.

Officer's Signature Date

LARA RICKARD, VP FINANCE
Officer's Name and Title

KARINA B STADELMAN
Preparer's Signature

MOSS ADAMS LLP
Preparer's name, address and telephone number
999 THIRD AVENUE SUITE 2800
SEATTLE WA 98104
2063026500

▶ P00363599
Preparer's PTIN (required by law)

INCLUDE ALL REQUIRED PAGES OF FORM 500

Make checks payable to and mail to:
Comptroller Of Maryland
Revenue Administration Division
110 Carroll Street
Annapolis, Maryland 21411-0001
(Write Your FEIN On Check Using Blue or Black Ink.)

▶ ___ ___ ___ CODE NUMBERS (three digits per line)

Form **1120**

Department of the Treasury
Internal Revenue Service

U.S. Corporation Income Tax Return

For calendar year 2017 or tax year

beginning _____ , ending _____

EXTENSION GRANTED TO 10/15/18

▶ Go to www.irs.gov/Form1120 for instructions and the latest information.

OMB No. 1545-0123

2017

A Check if:
1a Consolidated return (attach Form 851) ☐
b Life/nonlife consolidated return ☐
2 Personal holding co. (attach Sch. PH) ☐
3 Personal service corp. (see instructions) ☐
4 Schedule M-3 attached ☐

TYPE OR PRINT

Name: ZUMOBI, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.: 1525 4TH AVENUE, SUITE 800

City or town, state, or province, country, and ZIP or foreign postal code: SEATTLE, WA 98101

B Employer identification number: 38-3740014

C Date incorporated: 08/15/2006

D Total assets (see instructions): $ 4,495,929.

E Check if: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

Income	1a	Gross receipts or sales	10,042,048.	
	b	Returns and allowances		
	c	Balance. Subtract line 1b from line 1a	1c	10,042,048.
	2	Cost of goods sold (attach Form 1125-A)	2	6,881,875.
	3	Gross profit. Subtract line 2 from line 1c	3	3,160,173.
	4	Dividends (Schedule C, line 19)	4	
	5	Interest	5	
	6	Gross rents	6	
	7	Gross royalties	7	
	8	Capital gain net income (attach Schedule D (Form 1120))	8	
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	9	
	10	Other income (attach statement) SEE STATEMENT 1	10	113,446.
	11	**Total income.** Add lines 3 through 10 ▶	11	3,273,619.
Deductions (See instructions for limitations on deductions.)	12	Compensation of officers (attach Form 1125-E) ▶	12	389,021.
	13	Salaries and wages (less employment credits)	13	2,603,795.
	14	Repairs and maintenance	14	
	15	Bad debts	15	1,083,264.
	16	Rents	16	186,646.
	17	Taxes and licenses SEE STATEMENT 2	17	241,916.
	18	Interest	18	239,651.
	19	Charitable contributions	19	
	20	Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	20	22,197.
	21	Depletion	21	
	22	Advertising	22	32,363.
	23	Pension, profit-sharing, etc., plans	23	
	24	Employee benefit programs	24	184,871.
	25	Domestic production activities deduction (attach Form 8903)	25	
	26	Other deductions (attach statement) SEE STATEMENT 3	26	852,048.
	27	**Total deductions.** Add lines 12 through 26 ▶	27	5,835,772.
	28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11	28	-2,562,153.
	29a	Net operating loss deduction (see instructions) 29a		
	b	Special deductions (Schedule C, line 20) 29b		
	c	Add lines 29a and 29b	29c	
Tax, Refundable Credits, and Payments	30	**Taxable income.** Subtract line 29c from line 28. See instructions	30	-2,562,153.
	31	Total tax (Schedule J, Part I, line 11)	31	0.
	32	Total payments and refundable credits (Schedule J, Part II, line 21)	32	
	33	Estimated tax penalty. See instructions. Check if Form 2220 is attached ▶ ☐	33	
	34	**Amount owed.** If line 32 is smaller than the total of lines 31 and 33, enter amount owed	34	0.
	35	**Overpayment.** If line 32 is larger than the total of lines 31 and 33, enter amount overpaid	35	
	36	Enter amount from line 35 you want: **Credited to 2018 estimated tax** ▶ Refunded ▶	36	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer _____ Date _____ ▶ VP, FINANCE Title

May the IRS discuss this return with the preparer shown below? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
KARINA B. STADELMAN	KARINA B. STADELMA	10/12/18	☐	P00363599

Firm's name ▶ MOSS ADAMS LLP — Firm's EIN ▶ 91-0189318

Firm's address ▶ 999 THIRD AVENUE, SUITE 2800, SEATTLE, WA 98104 — Phone no. 206-302-6500

Schedule C **Dividends and Special Deductions** (see instructions)

	(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3 Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8 Dividends from wholly owned foreign subsidiaries		100	
9 **Total.** Add lines 1 through 8			
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from affiliated group members		100	
12 Dividends from certain FSCs		100	
13 Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, or 12			
14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15 Foreign dividend gross-up			
16 IC -DISC and former DISC dividends not included on line 1, 2, or 3			
17 Other dividends			
18 Deduction for dividends paid on certain preferred stock of public utilities			
19 **Total dividends.** Add lines 1 through 17. Enter here and on page 1, line 4 ▶			
20 **Total special deductions.** Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b ▶			

Schedule J Tax Computation and Payment (see instructions)

Part I - Tax Computation

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)) ▶ ☐			
2	Income tax. Check if a qualified personal service corporation. See instructions ▶ ☐		2	0.
3	Alternative minimum tax (attach Form 4626)		3	
4	Add lines 2 and 3		4	0.
5a	Foreign tax credit (attach Form 1118)	5a		
b	Credit from Form 8834 (see instructions)	5b		
c	General business credit (attach Form 3800)	5c		
d	Credit for prior year minimum tax (attach Form 8827)	5d		
e	Bond credits from Form 8912	5e		
6	**Total credits.** Add lines 5a through 5e		6	
7	Subtract line 6 from line 4		7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))		8	
9a	Recapture of investment credit (attach Form 4255)	9a		
b	Recapture of low-income housing credit (attach Form 8611)	9b		
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c		
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d		
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e		
f	Other (see instructions - attach statement)	9f		
10	**Total.** Add lines 9a through 9f		10	
11	**Total tax.** Add lines 7, 8, and 10. Enter here and on page 1, line 31		11	0.

Part II - Payments and Refundable Credits

12	2016 overpayment credited to 2017		12	
13	2017 estimated tax payments		13	
14	2017 refund applied for on Form 4466		14	( )
15	Combine lines 12, 13, and 14		15	
16	Tax deposited with Form 7004		16	
17	Withholding (see instructions)		17	
18	**Total payments.** Add lines 15, 16, and 17		18	
19	Refundable credits from:			
a	Form 2439	19a		
b	Form 4136	19b		
c	Form 8827, line 8c	19c		
d	Other (attach statement - see instructions)	19d		
20	**Total credits.** Add lines 19a through 19d		20	
21	**Total payments and credits.** Add lines 18 and 20. Enter here and on page 1, line 32		21	

Schedule K Other Information (see instructions)

		Yes	No
1	Check accounting method: a ☐ Cash b ☒ Accrual c ☐ Other (specify) ▶		
2	See the instructions and enter the:		
a	Business activity code no. ▶ 517000		
b	Business activity ▶ CELL PHONE SOFTWARE		
c	Product or service ▶ CELL PHONE SOFTWARE		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?		X
	If "Yes," enter name and EIN of the parent corporation ▶		
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)	X	
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)		X

Schedule K Other Information (continued from page 3)

		Yes	No
5	At the end of the tax year, did the corporation:		
a	Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on **Form 851**, Affiliations Schedule? For rules of constructive ownership, see instructions ..... If "Yes," complete (i) through (iv) below.		X

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

b	Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions ..... If "Yes," complete (i) through (iv) below.		X

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6	During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316 ..... If "Yes," file **Form 5452**, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		X
7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? ..... For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶ _____ and (b) Owner's country ▶ _____ (c) The corporation may have to file **Form 5472**, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶ _____		X
8	Check this box if the corporation issued publicly offered debt instruments with original issue discount ..... ▶ ☐ If checked, the corporation may have to file **Form 8281**, Information Return for Publicly Offered Original Issue Discount Instruments.		
9	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $ _____		
10	Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶ 27		
11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ..... ▶ ☐ If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.		
12	Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ... ▶ $ _____		
13	Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than $250,000? ..... If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ▶ $ _____		X
14	Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions ..... If "Yes," complete and attach Schedule UTP.		X
15a	Did the corporation make any payments in 2017 that would require it to file Form(s) 1099?	X	
b	If "Yes," did or will the corporation file required Forms 1099?	X	
16	During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?		X
17	During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18	Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than $1 million?		X
19	During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
1 Cash		209,023.		392,684.
2a Trade notes and accounts receivable	3,026,122.		4,022,577.	
b Less allowance for bad debts	(231,156.)	2,794,966.	(19,351.)	4,003,226.
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (att. stmt.) STMT 4		126,013.		96,485.
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (att. stmt.)				
10a Buildings and other depreciable assets	271,094.		264,516.	
b Less accumulated depreciation	(254,037.)	17,057.	(260,982.)	3,534.
11a Depletable assets				
b Less accumulated depletion	( )		( )	
12 Land (net of any amortization)				
13a Intangible assets (amortizable only)				
b Less accumulated amortization	( )		( )	
14 Other assets (att. stmt.)				
15 Total assets		3,147,059.		4,495,929.
Liabilities and Shareholders' Equity				
16 Accounts payable		328,301.		1,756,000.
17 Mortgages, notes, bonds payable in less than 1 year		3,600,000.		7,695,307.
18 Other current liabilities (att. stmt.) STMT 5		2,805,262.		3,361,672.
19 Loans from shareholders				
20 Mortgages, notes, bonds payable in 1 year or more		2,000,000.		372,549.
21 Other liabilities (att. stmt.) STMT 6		117,495.		100,314.
22 Capital stock: a Preferred stock	39,714,668.		39,714,668.	
b Common stock	930.	39,715,598.	930.	39,715,598.
23 Additional paid-in capital		591,506.		629,107.
24 Retained earnings - Appropriated (attach statement)				
25 Retained earnings - Unappropriated		-46,011,103.		-49,134,618.
26 Adjustments to shareholders' equity (attach statement)				
27 Less cost of treasury stock		( )		( )
28 Total liabilities and shareholders' equity		3,147,059.		4,495,929.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-3,123,515.	7 Income recorded on books this year not included on this return (itemize): Tax-exempt interest $	
2 Federal income tax per books			
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize): SEE STATEMENT 7	280,936.	8 Deductions on this return not charged against book income this year (itemize): a Depreciation $ 15,252.	
5 Expenses recorded on books this year not deducted on this return (itemize): a Depreciation $		b Charitable contributions $	
b Charitable contributions $		STMT 9	229,623.
c Travel and entertainment $ 22,028.			244,875.
STMT 8 503,273.	525,301.	9 Add lines 7 and 8	244,875.
6 Add lines 1 through 5	-2,317,278.	10 Income (page 1, line 28) - line 6 less line 9	-2,562,153.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year	-46,011,103.	5 Distributions: a Cash	
2 Net income (loss) per books	-3,123,515.	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
		7 Add lines 5 and 6	
4 Add lines 1, 2, and 3	-49,134,618.	8 Balance at end of year (line 4 less line 7)	-49,134,618.

ZUMOBI, INC. 38-3740014

FORM 1120 OTHER INCOME STATEMENT 1

DESCRIPTION	AMOUNT
OTHER INCOME	113,446.
TOTAL TO FORM 1120, LINE 10	113,446.

FORM 1120 TAXES AND LICENSES STATEMENT 2

DESCRIPTION	AMOUNT
BUSINESS TAXES	34,916.
LICENSES AND PERMITS	2,351.
PAYROLL TAXES	196,942.
STATE TAX PAYMENTS	7,707.
TOTAL TO FORM 1120, LINE 17	241,916.

FORM 1120 OTHER DEDUCTIONS STATEMENT 3

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	-280,936.
AMORTIZATION	23.
BANK FEES	2,715.
COMMUNICATIONS	48,563.
COMPUTER EXPENSES	109,578.
CONTRACT LABOR EXPENSES	244,494.
DIRECTORS EXPENSE	46,643.
DUES AND SUBSCRIPTIONS	33,968.
EMPLOYEE EXPENSES	28,172.
INSURANCE	34,311.
MEALS AND ENTERTAINMENT	22,028.
MOBILE DEVICE EXPENSE	944.
OFFICE EXPENSES	43,237.
PARKING EXPENSE	25,830.
PROFESSIONAL FEES	309,558.
RECRUITING EXPENSE	99,539.
TRAVEL EXPENSES	83,134.
UTILITIES	247.
TOTAL TO FORM 1120, LINE 26	852,048.

ZUMOBI, INC. 38-3740014

SCHEDULE L — OTHER CURRENT ASSETS — STATEMENT 4

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
PREPAID EXPENSES	126,013.	96,485.
TOTAL TO SCHEDULE L, LINE 6	126,013.	96,485.

SCHEDULE L — OTHER CURRENT LIABILITIES — STATEMENT 5

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCRUED COMPENSATION AND BENEFITS	1,093,493.	1,866,189.
DEFERRED RENT - CURRENT PORTION	0.	-1,477.
INTEREST PAYABLE	448,285.	0.
OTHER ACCRUED LIABILITIES	83,915.	106,304.
SQUARE1 A/R LOC - SHORT TERM	1,175,000.	1,390,656.
UNBILLED REVENUE	4,569.	0.
TOTAL TO SCHEDULE L, LINE 18	2,805,262.	3,361,672.

SCHEDULE L — OTHER LIABILITIES — STATEMENT 6

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
DEBT DISCOUNT - LONG TERM PORTION	-38,361.	-20,901.
DEFERRED RENT - LONG TERM PORTION	0.	5,918.
WARRANT LIABILITY	155,856.	115,297.
TOTAL TO SCHEDULE L, LINE 21	117,495.	100,314.

SCHEDULE M-1 — TAXABLE INCOME NOT RECORDED ON BOOKS — STATEMENT 7

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	280,936.
TOTAL TO SCHEDULE M-1, LINE 4	280,936.

ZUMOBI, INC. 38-3740014

SCHEDULE M-1 OTHER EXPENSES RECORDED ON BOOKS NOT DEDUCTED IN THIS RETURN STATEMENT 8

DESCRIPTION	AMOUNT
INCENTIVE STOCK OPTION EXPENSE	35,553.
NONQUALIFIED STOCK OPTION EXPENSE	2,049.
INTEREST EXPENSE 163(I)	379,375.
CHANGE IN FMV OF STOCK WARRANT	40,559.
PREPAID EXPENSES	29,528.
ACCRUED EXPENSES	16,209.
TOTAL TO SCHEDULE M-1, LINE 5	503,273.

SCHEDULE M-1 OTHER DEDUCTIONS IN THIS RETURN NOT CHARGED AGAINST BOOK INCOME STATEMENT 9

DESCRIPTION	AMOUNT
BAD DEBT RESERVE	211,774.
ACCRUED BONUSES	17,826.
AMORTIZATION	23.
TOTAL TO SCHEDULE M-1, LINE 8	229,623.

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to page size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "PageScalling" selection box in the Adobe "Print" dialog.

STATE COPY

2017 TAX RETURN FILING INSTRUCTIONS

NEW YORK FORM CT-3

FOR THE YEAR ENDING

December 31, 2017

Prepared For:

Lara Rickard
Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

To Be Signed and Dated By:

The appropriate corporate officer(s).

Amount of Tax:

Total tax	$	1,500	
Less: payments and credits	$	2,529	
Plus: other amount	$	0	
Plus: interest and penalties	$	0	
Overpayment	$	1,029	

Overpayment:

Credit to your estimated tax	$	587	
Other amount	$	442	Credit to MTA Surcharge
Refunded to you	$	0	

Make Check Payable to:

Not applicable

Mail Tax Return and Check (if applicable) to:

This return has qualified for electronic filing. After you have reviewed your return for accuracy, please sign, date and return Form TR-579-CT to our office. We will then transmit your return to the NYSDTF. Do not mail a copy of the return.

Return Must be Mailed On or Before:

Return Form TR-579-CT to us by October 15, 2018.

Special Instructions:

2017 TAX RETURN FILING INSTRUCTIONS

NEW YORK FORM CT-3M

FOR THE YEAR ENDING

December 31, 2017

Prepared For:

Lara Rickard
Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

To Be Signed and Dated By:

The appropriate corporate officer(s).

Amount of Tax:

Total tax	$	424
Less: payments and credits	$	442
Plus: other amount	$	0
Plus: interest and penalties	$	18
No payment required	$	

Overpayment:

Not applicable

Make Check Payable to:

Not applicable

Mail Tax Return and Check (if applicable) to:

This return has qualified for electronic filing. After you have reviewed your return for accuracy, please sign, date and return Form TR-579-CT to our office. We will then transmit your return to the NYSDTF. Do not mail a copy of the return.

Return Must be Mailed On or Before:

Return Form TR-579-CT to us by October 15, 2018.

Special Instructions:

2018 ESTIMATED TAX FILING INSTRUCTIONS

NEW YORK FORM CT-400

FOR THE YEAR ENDING

December 31, 2018

Prepared For:

Lara Rickard
Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

Amount of Tax:

Total Estimated Tax	$	1,950
Less credit from prior year	$	587
Less amount already paid on 2018 Estimate	$	0
Balance Due	$	1,363

Payable in full or in installments as follows:

Voucher		Amount	Due Date
No. 1	$	0	April 16, 2018
No. 2	$	150	June 15, 2018
No. 3	$	563	September 17, 2018
No. 4	$	650	December 17, 2018

Make Check Payable to:

Not applicable

Mail Voucher and Check (if applicable) to:

Payments must be filed and paid electronically via the New York State Corporation Tax website at:
http://www.tax.ny.gov/online/default.htm

Special Instructions:

Department of Taxation and Finance 788021 09-07-17

New York State E-File Signature Authorization for Tax Year 2017 For Form CT-3, CT-3-A, CT-3-M, CT-3-S, CT-13, CT-33, CT-33-A, CT-33-C, CT-33-M, CT-33-NL, CT-300, or CT-400

Electronic return originator (ERO)/paid preparer: **Do not** mail this form to the Tax Department. Keep it for your records.

Legal name of corporation: ZUMOBI, INC.

Return type *(mark an X for all that apply)*: CT-3 X CT-3-A ____ CT-3-M X CT-3-S ____ CT-13 ____ CT-33 ____
CT-33-A ____ CT-33-C ____ CT-33-M ____ CT-33-NL ____ CT-300 ____ CT-400 ____

Purpose

Form TR-579-CT must be completed to authorize an ERO to e-file a corporation tax return and to transmit bank account information for the electronic funds withdrawal.

General instructions

Part A must be completed by an officer of the corporation who is authorized to sign the corporation's return before the ERO transmits the electronically filed Form CT-3, *General Business Corporation Franchise Tax Return;* CT-3-A, *General Business Corporation Combined Franchise Tax Return;* CT-3-M, *General Business Corporation MTA Surcharge Return;* CT-3-S, *New York S Corporation Franchise Tax Return;* CT-13, *Unrelated Business Income Tax Return;* CT-33, *Life Insurance Corporation Franchise Tax Return;* CT-33-A, *Life Insurance Corporation Combined Franchise Tax Return;* CT-33-C, *Captive Insurance Company Franchise Tax Return;* CT-33-M, *Insurance Corporation MTA Surcharge Return;* CT-33-NL, *Non-Life Insurance Corporation Franchise Tax Return;* CT-300, *Mandatory First Installment (MFI) of Estimated Tax for Corporations;* or CT-400, *Estimated Tax for Corporations.*

EROs/paid preparers must complete Part B prior to transmitting electronically filed corporation tax returns. Both the paid preparer and the ERO are required to sign Part B. However, if an individual performs as both the paid preparer and the ERO, he or she is only required to sign as the paid preparer. It is not necessary to include the ERO signature in this case. Note that an alternative signature can be used as described in TSB-M-05(1)C, *Alternative Methods of Signing for Tax Return Preparers.* Go to our website at *www.tax.ny.gov* to find this document.

Do not mail this form to the Tax Department. EROs/paid preparers must keep this form for three years and present it to the Tax Department upon request.

Do **not** use this form for electronically filed Form CT-5, *Request for Six-Month Extension to File (for franchise/business taxes, MTA surcharge, or both);* CT-5.3, *Request for Six-Month Extension to File (for combined franchise tax return, or combined MTA surcharge return, or both);* CT-5.4, *Request for Six-Month Extension to File New York S Corporation Franchise Tax Return;* CT-5.6, *Request for Three-Month Extension to File Form CT-186 (for utility corporation franchise tax return, MTA surcharge return, or both);* CT-5.9, *Request for Three-Month Extension to File (for certain Article 9 tax returns, MTA surcharge, or both);* or CT-5.9-E, *Request for Three-Month Extension to File Form CT-186-E (for telecommunications tax return and utility services tax return).* Instead use Form TR-579.1-CT, *New York State Authorization for Electronic Funds Withdrawal For Tax Year 2017 Corporation Tax Extension.*

Financial institution information (required if electronic payment is authorized)

1 Amount of authorized debit ..... 1. ____
2 Financial institution routing number ..... 2. ____
3 Financial institution account number ..... 3. ____

Part A - Declaration of authorized corporate officer for Form CT-3, CT-3-A, CT-3-M, CT-3-S, CT-13, CT-33, CT-33-A, CT-33-C, CT-33-M, CT-33-NL, CT-300, or CT-400

Under penalty of perjury, I declare that I have examined the information on this 2017 New York State electronic corporate tax return, including any accompanying schedules, attachments, and statements, and certify that this electronic return is true, correct, and complete. If this filing includes Form DTF-686, *Tax Shelter Reportable Transactions*, as an authorized officer of the corporation, I hereby consent to the waiver of the secrecy provisions of Tax Law sections 202, 211.8, 1467, and 1518 as such provisions relate to the disclosure requirements of Tax Law section 25. The ERO has my consent to send this 2017 New York State electronic corporate return to New York State through the Internal Revenue Service (IRS). I understand that by executing this Form TR-579-CT, I am authorizing the ERO to sign and file this return on behalf of the corporation and agree that the ERO's submission of the corporation's return to the IRS, together with this authorization, will serve as the electronic signature for the return and any authorized payment transaction. If I am paying New York State corporation taxes due by electronic funds withdrawal, I authorize the New York State Tax Department and its designated financial agents to initiate an electronic funds withdrawal from the financial institution account indicated on this 2017 electronic return, and I authorize the financial institution to withdraw the amount from the account. As New York does not support International ACH Transactions (IAT), I attest the source for these funds is within the United States. I understand and agree that I may revoke this authorization for payment only by contacting the Tax Department no later than five business days prior to the payment date.

Signature of authorized officer of the corporation: ____ Date: ____

Print your name and title: LARA RICKARD VP, FINANCE

Part B - Declaration of ERO and paid preparer

Under penalty of perjury, I declare that the information contained in this 2017 New York State electronic corporate tax return is the information furnished to me by the corporation. If the corporation furnished me a completed paper 2017 New York State corporate tax return signed by a paid preparer, I declare that the information contained in the corporation's 2017 New York State electronic corporate tax return is identical to that contained in the paper return. If I am the paid preparer, under penalty of perjury I declare that I have examined this 2017 New York State electronic corporate tax return, and, to the best of my knowledge and belief, the return is true, correct, and complete. I have based this declaration on all information available to me.

ERO's signature: ____ Date: ____

Print name: ____

Paid preparer's signature: ____ Date: 10-12-18

Print name: KARINA B. STADELMAN

NEW YORK STATE 2017

Department of Taxation and Finance

General Business Corporation Franchise Tax Return

Tax Law - Article 9-A

CT-3

Caution: This form must be used **only** for tax periods beginning on or after January 1, 2017. If you use it for any prior periods, the return will **not** be processed and will **not** be considered timely filed. As a result, penalties and interest may be incurred.

See instructions, Form CT-3-I, before completing return.

Final return ☐ **Amended return** ☐

All filers must enter tax period: beginning 01-01-17 ending 12-31-17

Employer identification number (EIN)	File number	Business telephone number	If you claim an overpayment, mark an X in the box
38-3740014	AA3	206-515-7603	X

Legal name of corporation: ZUMOBI, INC.

Trade name / DBA:

Mailing name (If different from legal name above): c/o LARA RICKARD

State or country of incorporation: DE

Mailing address no. and street or PO box: 1525 4TH AVENUE, SUITE 800

Date of incorporation: 08-15-06

Foreign corporations: date began business in NYS: 01-01-09

City: SEATTLE State: WA ZIP code: 98101

Country (if not United States):

For office use only

Principal business activity in NYS: CELL PHONE SOFTWARE

NAICS business code no. (from NYS Pub 910): 517000

If address/phone above is new mark an X in the box. ☐ If you need to update your address or phone information for corporation tax, or other tax types, you can do so online. See Business Information in Form CT-1.

A. Pay amount shown on Part 2, line 23c. Make payable to: **New York State Corporation Tax**
◀ Attach your payment here. (Detach all check stubs; see instructions for details.) **A.** Payment enclosed

B. Are you subject to the metropolitan transportation business tax (MTA surcharge)? *(see instructions, mark an X in the appropriate box)* B Yes [X] No ☐

C. If you are disclaiming tax liability in New York State based on Public Law 86-272, mark an X in the box *(see instructions)* • C ☐

Third - party designee (see instructions) Yes [X] No ☐

Designee's name (print): KARINA B. STADELMAN

Designee's phone number: 206-302-6500

Designee's e-mail address: KARINA.STADELMAN@MOSSADAMS.COM

PIN:

Certification: I certify that this return and any attachments are to the best of my knowledge and belief true, correct, and complete.

Authorized person

Printed name of authorized person:

Signature of authorized person:

Official Title: VP, FINANCE

E-mail address of authorized person:

Telephone number: (206)269-111

Date:

Paid preparer use only *(see instr.)*

Firm's name (or yours if self-employed): MOSS ADAMS LLP

Firm's EIN: 91-0189318

Preparer's PTIN or SSN: P00363599

Signature of individual preparing this return: KARINA B. STADELMAN

Address: 999 THIRD AVENUE, S

City: SEATTLE State: WA ZIP code: 98104

E-mail address of individual preparing this return: KARINA.STADELMAN@MOSSADAMS.COM

Preparer's NYTPRIN:

or Excl. code: 03

Date: 10-12-18

See instructions for where to file.

Content of Form CT-3

Part 1 - General corporate information	Part 5 - Computation of investment capital for the current tax year
Part 2 - Computation of balance due or overpayment	Part 6 - Computation of business apportionment factor
Part 3 - Computation of tax on business income base	Part 7 - Summary of tax credits claimed
Part 4 - Computation of tax on capital base	

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ZUMOBI, INC. 38-3740014

Part 1 - General corporate information

Section A - Qualification for preferential tax rates -

If you are a corporation as identified in this section and qualify for preferential tax rates, mark an **X** in the boxes that apply to you *(see instructions)*.

1 A qualified emerging technology company (QETC) for purposes of the lower tax rates, capital base tax cap, and fixed dollar minimum tax amounts ..... • 1 ☐

2 A qualified New York manufacturer based on the principally engaged test for purposes of the lower business income base tax rate and fixed dollar minimum tax amounts ..... • 2 ☐

3 A qualified New York manufacturer based on the principally engaged test for purposes of the lower capital base tax rate and capital base tax cap ..... • 3 ☐

4 A qualified New York manufacturer based on the significant employment and property test for purposes of the lower tax rates, capital base tax cap, and fixed dollar minimum tax amounts ..... • 4 ☐

5 Claiming cooperative housing corporation status for the lower capital base tax rate ..... • 5 ☐

6 A small business eligible for the capital base tax exception ..... • 6 ☐
If you marked this box, complete line 6a, also mark the box at line 6b or 6c, as applicable.

6a Total capital contributions ..... • 6a

6b **Small business taxpayers only:** you are also a QETC ..... • 6b ☐

6c **Small business taxpayers only:** you are also a qualified New York manufacturer ..... • 6c ☐

7 A qualified entity of a New York State innovation hot spot that operates solely within such New York State Innovation hot spot, and you have elected to be subject only to the fixed dollar minimum tax base ..... • 7 ☐

Section B - New York State Information (see instructions)

1 Number of New York State employees ..... • 1

2 Wages paid to New York State employees ..... • 2 242,588.

3 Number of business establishments in New York State ..... • 3 1

4 If you have an interest in, or have rented, real property in New York State, mark an **X** in the box ..... • 4 X

5 If you are claiming and exception to the related member expense addback under section §208.9(o)(2)(B), mark and **X** in the box ..... • 5 ☐

5a If you marked the line 5 box, use line 5a to report the applicable exception number (1-4) and the amount of royalty payments ..... 5a • Number • Amount

6 If you are not protected by Public Law 86-272 and are subject to tax **solely** as a result of deriving receipts in New York State, mark an **X** in the box ..... • 6 ☐

Section C - filing Information

1 **Federal form filed -** you must mark an **X** in one box and attach a complete copy of your federal return

1120 • X 1120 consolidated • ☐ 1120-REIT or 1120-RIC ☐ 1120S • ☐ 1120F • ☐ 1120H ☐

2 **Amended return -** If you marked the amended return box on page 1, then for any item(s) that apply, mark an **X** in the box and attach documentation:

Failure to meet investment capital holding period ..... • ☐

Final federal determination • ☐ Date of determination • NOL carryback • ☐ Capital loss carryback ..... • ☐ 1139 • ☐ 1120X • ☐

2a Enter the tax due amount from your most recently filed New York State return for this tax period ..... • 2a

3 **Required attachments -** For all forms, other than tax credit claim forms, that are attached to this return, mark an **X** in the applicable box(es)

CT-3.1 • ☐ CT-3.2 • ☐ CT-3.3 • ☐ CT-3.4 • X CT-60 • ☐ CT-225 • ☐ Other (identify): _____ • ☐

4 If you are claiming tax credits, enter the number of credit forms attached to this return. Where multiple forms are filed for the same credit, count **each** form filed ..... • 4

5 If you filed federal Form 1120F and you have effectively connected income (ECI), mark an **X** in the box ..... • 5 ☐

6 Were you required to report, under P.L. 110-343, Div. C, §801(d)(2), any nonqualified deferred compensation on your 2017 federal return? *(see instructions)* ..... Yes • ☐ No • X

7 If you are a foreign corporation computing your tax taking into account **only** your distributive shares from **multiple** limited partnerships, mark an X in the box and file Form CT-60 ..... • ☐

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ZUMOBI, INC. 38-3740014

Part 2 - Computation of balance due or overpayment

Largest of three tax bases, minus credits

1a	Business income base tax *(from Part 3, line 20)*	1a	0.		
1b	Capital base tax *(from Part 4, line 15; see instructions)*	1b	0.		
1c	Fixed dollar minimum tax *(see instr)* New York receipts 4,137,300.	1c	1,500.		
2	Tax due *(enter the amount from line 1a, 1b, or 1c, whichever is largest; see instructions)*			2	1,500.
3	Tax credits used *(from Part 7, line 2; see instructions)*			3	
4	Tax due after credits *(subtract line 3 from line 2; if line 3 is more than line 2, enter 0)*			4	1,500.
5					
6					
7					

Penalties and interest

8	Estimated tax penalty *(see instructions; if Form CT-222 is attached, mark an X in the box)* ☐	8	0.		
9	Interest on late payment *(see instructions)*	9			
10	Late filing and late payment penalties *(see instructions)*	10			
11	Total penalties and interest *(add lines 8, 9, and 10)*			11	

Voluntary gifts/contributions *(see instructions)*

12a	Return a Gift to Wildlife	12a	
12b	Breast Cancer Research and Education Fund	12b	
12c	Prostate Cancer Research, Detection, and Education Fund	12c	
12d	9/11 Memorial	12d	
12e	Volunteer Firefighting & EMS Recruitment Fund	12e	
12f	Veterans Remembrance	12f	
12g	Women's Cancers Education and Prevention Fund	12g	
12h	New York State Veterans' Homes	12h	
13	Total voluntary gifts/contributions *(add lines 12a through 12h)*		13

Total amount due

14	Add lines 4, 11, and 13	14	1,500.

Prepayments

15	Mandatory first installment from Form CT-300 *(see instructions)*	15			
16	Second installment *(from Form CT-400)*	16			
17	Third installment *(from Form CT-400)*	17			
18	Fourth installment *(from Form CT-400)*	18			
19	Payment with extension request *(from Form CT-5, line 5)*	19			
20	Overpayment credited from prior years *(see instructions)* Period 12-16	20	2,529.		
21	Overpayment credited from Form CT-3-M Period	21			
22	Total prepayments *(add lines 15 through 21; see instructions)*			22	2,529.

Payment due or overpayment to be credited/refunded *(see instructions)*

23a	Underpayment	23a	
23b	Additional amount for 2018 MFI	23b	
23c	Balance due	23c	
24a	Excess prepayments	24a	1,029.
24b	Amount previously credited to 2018 MFI	24b	
24c	Overpayment	24c	1,029.
25	Amount of overpayment to be credited to next period	25	587.
26	Balance of overpayment available *(subtract line 25 from line 24c)*	26	442.
27	Amount of overpayment to be credited to Form CT-3-M	27	442.
28	Balance of overpayment to be refunded *(subtract line 27 from line 26)*	28	0.
29	Unused tax credits to be refunded	29	
30	Unused tax credits applied to next period	30	

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ZUMOBI, INC. 38-3740014

Part 3 - Computation of tax on business income base

1	Federal taxable income (FTI) before net operating loss (NOL) and special deductions *(see instructions)*	1	-2,562,153.
2	Additions to FTI *(from Form CT-225, line 5)*	2	
3	Add lines 1 and 2	3	-2,562,153.
4	Subtractions from FTI *(from Form CT-225, line 10)*	4	
5	Subtract line 4 from line 3	5	-2,562,153.
6	Subtraction modification for qualified banks *(from Form CT-3.2, Schedule A, line 1; see instructions)*	6	
7	Entire net income (ENI) *(subtract line 6 from line 5)*	7	-2,562,153.
8	Investment and other exempt income *(from Form CT-3.1, Schedule D, line 1)*	8	
9	Subtract line 8 from line 7	9	-2,562,153.
10	Excess interest deductions attributable to investment income, investment capital, and other exempt income *(from Form CT-3.1, Schedule D, line 2)*	10	
11	Business income *(add lines 9 and 10)*	11	-2,562,153.
12	Addback of income previously reported as investment income *(from Form CT-3.1, Schedule F, line 6; if zero, enter 0; see instructions)*	12	
13	Business income after addback *(add lines 11 and 12)*	13	-2,562,153.
14	Business apportionment factor *(from Part 6, line 55)*	14	0.2944
15	Apportioned business income after addback *(multiply line 13 by line 14)*	15	-754,298.
16	Prior net operating loss conversion subtraction *(from Form CT-3.3, Schedule C, line 4)*	16	
17	Subtract line 16 from line 15	17	-754,298.
18	NOL deduction *(from Form CT-3.4, line 6)*	18	
19	Business income base *(subtract line 18 from line 17)*	19	-754,298.
20	Business income base tax *(multiply line 19 by the appropriate business income tax rate from the tax rates schedule in Form CT-3-I; enter here and on Part 2, line 1a; see instructions)*	20	0.

Note: If you make any entry on line 2, 4, 6, 8, 10, 12, 16, or 18, you **must** complete and file the appropriate attachment form, or any tax benefit claimed may be disallowed, or there may be a delay in receiving such benefit. In addition, all amounts entered on these lines must be entered as positive numbers.

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ZUMOBI, INC. 38-3740014

Part 4 - Computation of tax on capital base (see instructions)

		A Beginning of year	B End of year	C Average value
1 Total assets from federal return	1	3,147,059.	4,495,929.	3,821,494.
2 Real property and marketable securities included on line 1	2			
3 Subtract line 2 from line 1	3	3,147,059.	4,495,929.	3,821,494.
4 Real property and marketable securities at fair market value	4			
5 Adjusted total assets *(add lines 3 and 4)*	5	3,147,059.	4,495,929.	3,821,494.
6 Total liabilities	6	8,851,058.	13,285,842.	11,068,450.
7 Total net assets *(subtract line 6, column C, from line 5, column C)*	7			-7,246,956.
8 Investment capital *(from Part 5, line 19; if zero or less, enter 0)*	8			
9 Business capital *(subtract line 8 from line 7)*	9			-7,246,956.
10 Addback of capital previously reported as investment capital *(from Part 5, line 20, column C, if zero or less, enter 0)*	10			
11 Total business capital *(add lines 9 and 10)*	11			-7,246,956.
12 Business apportionment factor *(from Part 6, line 55)*	12			0.2944
13 Apportioned business capital *(multiply line 11 by line 12)*	13			-2,133,504.
14 New small business *(if in first two tax years, mark an X in one box)* Year one ☐ Year two ☐				
15 Capital base tax *(multiply line 13 by the appropriate capital base tax rate from the tax rates schedule in Form CT-3-I; enter here and on Part 2, line 1b)*	15			0.

Part 5 - Computation of investment capital for the current tax year (see instructions)

		A Average fair market value	B Liabilities attributable to column A amount	C Net average value (column A - column B)
16 Total capital that generate income claimed to not be taxable by New York under the U.S. Constitution *(from Form CT-3.1, Schedule E, line 1)*	16			
17 Total of stocks **actually** held for more than one year *(from Form CT-3.1, Schedule E line 2)*	17			
18 Total of stocks **presumed** held for more than one year *(from Form CT-3.1, Schedule E, line 3)*	18			
19 Total investment capital for the current year *(Add column C lines 16, 17, and 18; enter the result here and on Part 4, line 8. If zero or less, enter 0)*	19			

Addback of capital previously reported as investment capital

		A Average fair market value as previously reported	B Liabilities attributable to column A amount as previously reported	C Net average value as previously reported (column A - column B)
20 Total of stocks previously presumed held for more than one year, but did **not** meet the holding period *(from Form CT-3.1, Schedule F, line 1; enter here and on Part 4, line 10)*	20			

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ZUMOBI, INC. 38-3740014

Part 6 - Computation of business apportionment factor (see instructions)

Mark an X in this box only if you have **no receipts** required to be included in the denominator of the apportionment factor *(see instr.)* ☐

		A - New York State	B - Everywhere
Section 210-A.2			
1 Sales of tangible personal property	1	4,137,300.	14,053,955.
2 Sales of electricity	2		
3 Net gains from sales of real property	3		
Section 210-A.3			
4 Rentals of real and tangible personal property	4		
5 Royalties from patents, copyrights, trademarks, and similar intangible personal property	5		
6 Sales of rights for certain closed-circuit and cable TV transmissions of an event	6		
Section 210-A.4			
7 Sale, licensing, or granting access to digital products	7		

Section 210-A.5(a)(1) - Fixed percentage method for qualified financial instruments (QFIs)

8 To make this irrevocable election, mark an **X** in the box *(see instructions)* ☐ 8

Section 210-A.5(a)(2) - Mark an **X** in each box that is applicable (see line 8 instructions)

Section 210-A.5(a)(2)(A)			
9 Interest from loans secured by real property	9		
10 Net gains from sales of loans secured by real property	10		
11 Interest from loans **not** secured by real property (QFI ☐)	11		
12 Net gains from sales of loans **not** secured by real property (QFI ☐)	12		
Section 210-A.5(a)(2)(B) (QFI ☐)			
13 Interest from federal debt	13		
14			
15 Interest from NYS and its political subdivisions debt	15		
16 Net gains from federal, NYS, and NYS political subdivisions debt	16		
17 Interest from other states and their political subdivisions debt	17		
18 Net gains from other states and their political subdivisions debt	18		
Section 210-A.5(a)(2)(C) (QFI ☐)			
19 Interest from asset-backed securities and other government agency debt	19		
20 Net gains from government agency debt or asset-backed securities sold through and exchange	20		
21 Net gains from all other asset-backed securities	21		
Section 210-A.5(a)(2)(D) (QFI ☐)			
22 Interest from corporate bonds	22		
23 Net gains from corporate bonds sold through broker/dealer or licensed exchange	23		
24 Net gains from other corporate bonds	24		
Section 210-A.5(a)(2)(E)			
25 Net interest from reverse repurchase and securities borrowing agreements	25		
Section 210-A.5(a)(2)(F)			
26 Interest from federal funds	26		
Section 210-A.5(a)(2)(I) (QFI ☐)			
27 Net income from sales of physical commodities	27		
Section 210-A.5(a)(2)(J) (QFI ☐)			
28 Marked to market net gains	28		
Section 210-A.5(a)(2)(H) (QFI ☐) 210-A.5(a)(2)(G) (QFI ☐)			
29 Interest from other financial instruments	29		
30 Net gains and other income from other financial instruments	30		

ZUMOBI, INC. 38-3740014

Part 6 - Computation of business apportionment factor (continued)

		A - New York State	B - Everywhere
Section 210-A.5(b)			
31 Brokerage commissions	31		
32 Margin interest earned on behalf of brokerage accounts	32		
33 Fees for advisory services for underwriting or management of underwriting	33		
34 Receipts from primary spread of selling concessions	34		
35 Receipts from account maintenance fees	35		
36 Fees for management or advisory services	36		
37 Interest from an affiliated corporation	37		
Section 210-A.5(c)			
38 Interest, fees, and penalties from credit cards	38		
39 Service charges and fees from credit cards	39		
40 Receipts from merchant discounts	40		
41 Receipts from credit card authorizations and settlement processing	41		
42 Other credit card processing receipts	42		
Section 210-A.5(d)			
43 Receipts from certain services to investment companies	43		
Section 210-A.6			
44 Receipts from railroad and trucking business	44		
Section 210-A.6-a			
45 Receipts from the operation of vessels	45		
Section 210-A.7			
46 Receipts from air freight forwarding	46		
47 Receipts from other aviation services	47		
Section 210-A.8			
48 Advertising in newspapers or periodicals	48		
49 Advertising on television or radio	49		
50 Advertising via other means	50		
Section 210-A.9			
51 Transportation of transmission of gas through pipes	51		
Section 210-A.10			
52 Receipts from other services/activities not specified	52		
Section 210-A.11			
53 Discretionary adjustment	53		
Total receipts			
54 Add lines 1 through 53 in columns A and B	54	4,137,300.	14,053,955.

Calculation of business apportionment factor

55 New York State business apportionment factor *(divide line 54, column A by line 54, column B and enter the result here; round to the fourth decimal place; if 100% in New York State, enter as 1.0000)* ..... 55 .2944

Enter line 55 on Part 3, Computation of tax on business income base, line 14; and on Part 4, Computation of tax on capital base, line 12.

ZUMOBI, INC. 38-3740014

Part 7- Summary of tax credits claimed

1 Have you been convicted of an offense, or are you an owner of an entity convicted of an offense, defined in New York State Penal Law, Article 200 or 496, or section 195.20? *(see Form CT-1; mark an X in one box)* ..... 1 Yes ☐ No [X]

Enter in the appropriate box below the amount of each tax credit **used** to reduce the tax due shown on Part 2, line 2, and attach the corresponding properly completed claim form. The amount of credit to enter is computed on each credit form and carried to this section.

CT-37		CT-606		DTF-622	
CT-40		CT-607		DTF-624	
CT-41		CT-611		DTF-630	
CT-43		CT-611.1		Other credits	
CT-44		CT-611.2			
CT-46		CT-612			
CT-47		CT-613			
CT-236		CT-631			
CT-238		CT-633			
CT-239		CT-634			
CT-241		CT-635			
CT-242		CT-636			
CT-243		CT-637			
CT-246		CT-638			
CT-248		CT-639			
CT-249		CT-640			
CT-250		CT-641			
CT-261		CT-642			
CT-501		CT-643			
CT-601		CT-644			
CT-602		CT-645			
CT-603		CT-646			
CT-604		CT-647			
CT-605		DTF-621			

2 Total tax credits claimed above *(enter here and on Part 2, line 3; attach appropriate form for each credit claimed)* 2

3 Total tax credits claimed that are refund eligible *(see instructions)* 3

4a If you claimed the QEZE tax reduction credit and you had a 100% zone allocation factor, mark an **X** in the box ..... 4a ☐

4b If you claimed the tax-free NY area tax elimination credit, and you had a 100% area allocation factor, mark an **X** in the box ..... 4b ☐

4c If you claimed the tax-free NY area excise tax on telecommunications credit and you had a 100% area allocation factor, mark an **X** in the box ..... 4c ☐

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11-15-17 **1019**

NEW YORK STATE 2017

Department of Taxation and Finance

Net Operating Loss Deduction (NOLD)

CT-3.4

Legal name of corporation	Employer identification number (EIN)
ZUMOBI, INC.	38-3740014

Attach to Form CT-3 or CT-3-A; see Form CT-3.4-I before completing.

1	Multiply Form CT-3 or CT-3-A, Part 3, line 17, by your appropriate business income base tax rate for the current year from the *Tax rates schedule* in Form CT-3-I or CT-3-A-I		1	0.
2	Enter the greater of the capital base tax or the fixed dollar minimum tax for the current tax year *(from Form CT-3 or CT-3-A, Part 2, line 1b or 1c)*		2	1,500.
3	Subtract line 2 from line 1		3	0.
4	Maximum allowable amount of the NOLD to be deducted in the current tax year *(divide line 3 by the same business income base tax rate used for line 1; do not enter less than zero)*		4	0.
Computation of available net operating losses (NOLs) *(see instructions)*				
5a	NOLs incurred on or after January 1, 2015 and before current year, which have not been previously used	5a		
5b	NOL incurred in the current year	5b	754,298.	
5c	Carryback of NOL from a subsequent year	5c		
5d	Add lines 5a through 5c	5d	754,298.	
5e	NOLs expired before current year	5e		
5	Total NOLs available in this period *(subtract line 5e from line 5d)*		STMT 1	5 754,298.
6	NOLD to be used in the current tax year *(see instructions)*			6 0.
7	Unused NOLD *(subtract line 6 from line 5; do not enter less than zero)*			7 754,298.

Schedule A - Apportioned business income or loss (must be completed for each tax period; see instructions)

A Tax period beginning and ending dates	B Amount from Form CT-3 or CT-3-A, Part 3, line 17 for the period in column A	C When column B is not a loss, enter the ending dates of the tax period(s) that generated an NOL used to reduce the amount in column B *(see instructions)*	D Election to waive carryback
01-01-17 12-31-17	-754,298.		

Note: You **must** complete and attach Form CT-3.4 to Form CT-3 or CT-3-A each tax year.

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ZUMOBI, INC. 38-3740014

Schedule B - New members included in the combined group for the current tax period;
Form CT-3-A filers only *(see instructions)*

A Name	B EIN	C NOL available at the beginning of this tax period	D Beginning date of this tax period (mm-dd-yy)	E Ending date of this tax period (mm-dd-yy)

Schedule C - Former members not included in the combined group for the current tax period;
Form CT-3-A filers only *(see instructions)*

A Name	B EIN	C NOL available at the beginning of this tax period	D Beginning date of this tax period (mm-dd-yy)	E Ending date of this tax period (mm-dd-yy)

ZUMOBI, INC. 38-3740014

NY NET OPERATING LOSS INCURRED AFTER 2014 STATEMENT 1

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/17	754,298.	0.	754,298.	754,298.
TOTAL NOLD AFTER 2014 - FORM CT-3.4, LINE 5			754,298.	754,298.
NOLD USED THIS YEAR - FORM CT-3.4, LINE 6			0.	
NOLD CARRIED FORWARD - FORM CT-3.4, LINE 7			754,298.	

Form **1120**

Department of the Treasury
Internal Revenue Service

U.S. Corporation Income Tax Return

For calendar year 2017 or tax year

beginning _____ , ending _____

EXTENSION GRANTED TO 10/15/18

▶ Go to www.irs.gov/Form1120 for instructions and the latest information.

OMB No. 1545-0123

2017

A Check if:
1a Consolidated return (attach Form 851) ☐
b Life/nonlife consolidated return ☐
2 Personal holding co. (attach Sch. PH) ☐
3 Personal service corp. (see instructions) ☐
4 Schedule M-3 attached ☐

TYPE OR PRINT

Name: ZUMOBI, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.: 1525 4TH AVENUE, SUITE 800

City or town, state, or province, country, and ZIP or foreign postal code: SEATTLE, WA 98101

B Employer identification number: 38-3740014

C Date incorporated: 08/15/2006

D Total assets (see instructions): $ 4,495,929.

E Check if: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

Income	1a	Gross receipts or sales	1a 10,042,048.	
	b	Returns and allowances	1b	
	c	Balance. Subtract line 1b from line 1a		1c 10,042,048.
	2	Cost of goods sold (attach Form 1125-A)		2 6,881,875.
	3	Gross profit. Subtract line 2 from line 1c		3 3,160,173.
	4	Dividends (Schedule C, line 19)		4
	5	Interest		5
	6	Gross rents		6
	7	Gross royalties		7
	8	Capital gain net income (attach Schedule D (Form 1120))		8
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)		9
	10	Other income (attach statement) SEE STATEMENT 1		10 113,446.
	11	**Total income.** Add lines 3 through 10 ▶		11 3,273,619.
Deductions (See instructions for limitations on deductions.)	12	Compensation of officers (attach Form 1125-E) ▶		12 389,021.
	13	Salaries and wages (less employment credits)		13 2,603,795.
	14	Repairs and maintenance		14
	15	Bad debts		15 1,083,264.
	16	Rents		16 186,646.
	17	Taxes and licenses SEE STATEMENT 2		17 241,916.
	18	Interest		18 239,651.
	19	Charitable contributions		19
	20	Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		20 22,197.
	21	Depletion		21
	22	Advertising		22 32,363.
	23	Pension, profit-sharing, etc., plans		23
	24	Employee benefit programs		24 184,871.
	25	Domestic production activities deduction (attach Form 8903)		25
	26	Other deductions (attach statement) SEE STATEMENT 3		26 852,048.
	27	**Total deductions.** Add lines 12 through 26 ▶		27 5,835,772.
	28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11		28 -2,562,153.
	29a	Net operating loss deduction (see instructions)	29a	
	b	Special deductions (Schedule C, line 20)	29b	
	c	Add lines 29a and 29b		29c
Tax, Refundable Credits, and Payments	30	**Taxable income.** Subtract line 29c from line 28. See instructions		30 -2,562,153.
	31	Total tax (Schedule J, Part I, line 11)		31 0.
	32	Total payments and refundable credits (Schedule J, Part II, line 21)		32
	33	Estimated tax penalty. See instructions. Check if Form 2220 is attached ▶ ☐		33
	34	**Amount owed.** If line 32 is smaller than the total of lines 31 and 33, enter amount owed		34 0.
	35	**Overpayment.** If line 32 is larger than the total of lines 31 and 33, enter amount overpaid		35
	36	Enter amount from line 35 you want: **Credited to 2018 estimated tax** ▶ Refunded ▶		36

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer _____ Date _____ ▶ VP, FINANCE Title

May the IRS discuss this return with the preparer shown below? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name: KARINA B. STADELMAN	Preparer's signature: KARINA B. STADELMA	Date: 10/12/18	Check if self-employed ☐	PTIN: P00363599
Firm's name ▶ MOSS ADAMS LLP			Firm's EIN ▶	91-0189318
Firm's address ▶ 999 THIRD AVENUE, SUITE 2800 SEATTLE, WA 98104			Phone no.	206-302-6500

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01-23-18 JWA **For Paperwork Reduction Act Notice, see separate instructions.** Form **1120** (2017)

Schedule C Dividends and Special Deductions (see instructions)

		(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2	Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3	Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4	Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5	Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6	Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7	Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8	Dividends from wholly owned foreign subsidiaries		100	
9	**Total.** Add lines 1 through 8			
10	Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11	Dividends from affiliated group members		100	
12	Dividends from certain FSCs		100	
13	Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, or 12			
14	Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15	Foreign dividend gross-up			
16	IC -DISC and former DISC dividends not included on line 1, 2, or 3			
17	Other dividends			
18	Deduction for dividends paid on certain preferred stock of public utilities			
19	**Total dividends.** Add lines 1 through 17. Enter here and on page 1, line 4 ▶			
20	**Total special deductions.** Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b ▶			

Schedule J Tax Computation and Payment (see instructions)

Part I - Tax Computation

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)) ▶ ☐			
2	Income tax. Check if a qualified personal service corporation. See instructions ▶ ☐		2	0.
3	Alternative minimum tax (attach Form 4626)		3	
4	Add lines 2 and 3		4	0.
5a	Foreign tax credit (attach Form 1118)	5a		
b	Credit from Form 8834 (see instructions)	5b		
c	General business credit (attach Form 3800)	5c		
d	Credit for prior year minimum tax (attach Form 8827)	5d		
e	Bond credits from Form 8912	5e		
6	**Total credits.** Add lines 5a through 5e		6	
7	Subtract line 6 from line 4		7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))		8	
9a	Recapture of investment credit (attach Form 4255)	9a		
b	Recapture of low-income housing credit (attach Form 8611)	9b		
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c		
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d		
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e		
f	Other (see instructions - attach statement)	9f		
10	**Total.** Add lines 9a through 9f		10	
11	**Total tax.** Add lines 7, 8, and 10. Enter here and on page 1, line 31		11	0.

Part II - Payments and Refundable Credits

12	2016 overpayment credited to 2017		12	
13	2017 estimated tax payments		13	
14	2017 refund applied for on Form 4466		14	( )
15	Combine lines 12, 13, and 14		15	
16	Tax deposited with Form 7004		16	
17	Withholding (see instructions)		17	
18	**Total payments.** Add lines 15, 16, and 17		18	
19	Refundable credits from:			
a	Form 2439	19a		
b	Form 4136	19b		
c	Form 8827, line 8c	19c		
d	Other (attach statement - see instructions)	19d		
20	**Total credits.** Add lines 19a through 19d		20	
21	**Total payments and credits.** Add lines 18 and 20. Enter here and on page 1, line 32		21	

Schedule K Other Information (see instructions)

		Yes	No
1	Check accounting method: a ☐ Cash b ☒ Accrual c ☐ Other (specify) ▶		
2	See the instructions and enter the:		
a	Business activity code no. ▶ 517000		
b	Business activity ▶ CELL PHONE SOFTWARE		
c	Product or service ▶ CELL PHONE SOFTWARE		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?		X
	If "Yes," enter name and EIN of the parent corporation ▶		
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)	X	
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)		X

Schedule K Other Information (continued from page 3)

	Yes	No
5 At the end of the tax year, did the corporation:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on **Form 851**, Affiliations Schedule? For rules of constructive ownership, see instructions		X

If "Yes," complete (i) through (iv) below.

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions		X

If "Yes," complete (i) through (iv) below.

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316		X
If "Yes," file **Form 5452**, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		
7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? For rules of attribution, see section 318. If "Yes," enter:		X
(a) Percentage owned ▶ _____ and (b) Owner's country ▶ _____		
(c) The corporation may have to file **Form 5472**, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶ _____		
8 Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ ☐ If checked, the corporation may have to file **Form 8281**, Information Return for Publicly Offered Original Issue Discount Instruments.		
9 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $ _____		
10 Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶ 27		
11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ▶ ☐ If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.		
12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ▶ $ _____		
13 Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than $250,000? If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ▶ $ _____		X
14 Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions If "Yes," complete and attach Schedule UTP.		X
15a Did the corporation make any payments in 2017 that would require it to file Form(s) 1099?	X	
b If "Yes," did or will the corporation file required Forms 1099?	X	
16 During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?		X
17 During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18 Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than $1 million?		X
19 During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
1 Cash		209,023.		392,684.
2a Trade notes and accounts receivable	3,026,122.		4,022,577.	
b Less allowance for bad debts	(231,156.)	2,794,966.	(19,351.)	4,003,226.
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (att. stmt.) STMT 4		126,013.		96,485.
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (att. stmt.)				
10a Buildings and other depreciable assets	271,094.		264,516.	
b Less accumulated depreciation	(254,037.)	17,057.	(260,982.)	3,534.
11a Depletable assets				
b Less accumulated depletion	( )		( )	
12 Land (net of any amortization)				
13a Intangible assets (amortizable only)				
b Less accumulated amortization	( )		( )	
14 Other assets (att. stmt.)				
15 Total assets		3,147,059.		4,495,929.
Liabilities and Shareholders' Equity				
16 Accounts payable		328,301.		1,756,000.
17 Mortgages, notes, bonds payable in less than 1 year		3,600,000.		7,695,307.
18 Other current liabilities (att. stmt.) STMT 5		2,805,262.		3,361,672.
19 Loans from shareholders				
20 Mortgages, notes, bonds payable in 1 year or more		2,000,000.		372,549.
21 Other liabilities (att. stmt.) STMT 6		117,495.		100,314.
22 Capital stock: a Preferred stock	39,714,668.		39,714,668.	
b Common stock	930.	39,715,598.	930.	39,715,598.
23 Additional paid-in capital		591,506.		629,107.
24 Retained earnings - Appropriated (attach statement)				
25 Retained earnings - Unappropriated		-46,011,103.		-49,134,618.
26 Adjustments to shareholders' equity (attach statement)				
27 Less cost of treasury stock		( )		( )
28 Total liabilities and shareholders' equity		3,147,059.		4,495,929.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-3,123,515.	7 Income recorded on books this year not included on this return (itemize): Tax-exempt interest $	
2 Federal income tax per books			
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize): SEE STATEMENT 7	280,936.	8 Deductions on this return not charged against book income this year (itemize): a Depreciation $ 15,252.	
5 Expenses recorded on books this year not deducted on this return (itemize): a Depreciation $		b Charitable contributions $	
b Charitable contributions $		STMT 9	229,623.
c Travel and entertainment $ 22,028.			244,875.
STMT 8 503,273.	525,301.	9 Add lines 7 and 8	244,875.
6 Add lines 1 through 5	-2,317,278.	10 Income (page 1, line 28) - line 6 less line 9	-2,562,153.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year	-46,011,103.	5 Distributions: a Cash	
2 Net income (loss) per books	-3,123,515.	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
		7 Add lines 5 and 6	
4 Add lines 1, 2, and 3	-49,134,618.	8 Balance at end of year (line 4 less line 7)	-49,134,618.

Form **4626**
Department of the Treasury
Internal Revenue Service

Alternative Minimum Tax - Corporations

▶ Attach to the corporation's tax return.
▶ Go to www.irs.gov/Form4626 for instructions and the latest information.

OMB No. 1545-0123

2017

Name: ZUMOBI, INC.

Employer identification number: 38-3740014

Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e).

1	Taxable income or (loss) before net operating loss deduction			1	-2,562,153.
2	**Adjustments and preferences:**				
a	Depreciation of post-1986 property			2a	683.
b	Amortization of certified pollution control facilities			2b	
c	Amortization of mining exploration and development costs			2c	
d	Amortization of circulation expenditures (personal holding companies only)			2d	
e	Adjusted gain or loss			2e	
f	Long-term contracts			2f	
g	Merchant marine capital construction funds			2g	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)			2h	
i	Tax shelter farm activities (personal service corporations only)			2i	
j	Passive activities (closely held corporations and personal service corporations only)			2j	
k	Loss limitations			2k	
l	Depletion			2l	
m	Tax-exempt interest income from specified private activity bonds			2m	
n	Intangible drilling costs			2n	
o	Other adjustments and preferences			2o	
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o			3	-2,561,470.
4	**Adjusted current earnings (ACE) adjustment:**				
a	ACE from line 10 of the ACE worksheet in the instructions	4a	-2,561,470.		
b	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount. See instructions	4b	0.		
c	Multiply line 4b by 75% (0.75). Enter the result as a positive amount	4c			
d	Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments. See instructions. **Note:** You **must** enter an amount on line 4d (even if line 4b is positive)	4d			
e	ACE adjustment. • If line 4b is zero or more, enter the amount from line 4c • If line 4b is less than zero, enter the **smaller** of line 4c or line 4d as a negative amount			4e	0.
5	Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT			5	-2,561,470.
6	Alternative tax net operating loss deduction. See instructions			6	
7	**Alternative minimum taxable income.** Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions			7	
8	**Exemption phase-out** (if line 7 is $310,000 or more, skip lines 8a and 8b and enter -0- on line 8c):				
a	Subtract $150,000 from line 7. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0-	8a			
b	Multiply line 8a by 25% (0.25)	8b			
c	Exemption. Subtract line 8b from $40,000. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0-			8c	
9	Subtract line 8c from line 7. If zero or less, enter -0-			9	
10	Multiply line 9 by 20% (0.20)			10	
11	Alternative minimum tax foreign tax credit (AMTFTC). See instructions			11	
12	Tentative minimum tax. Subtract line 11 from line 10			12	
13	Regular tax liability before applying all credits except the foreign tax credit			13	
14	**Alternative minimum tax.** Subtract line 13 from line 12. If zero or less, enter -0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return			14	

ZUMOBI, INC. 38-3740014

Adjusted Current Earnings (ACE) Worksheet

▶ See ACE Worksheet Instructions.

1	Pre-adjustment AMTI. Enter the amount from line 3 of Form 4626					1	-2,561,470.
2	ACE depreciation adjustment:						
a	AMT depreciation			2a	21,514.		
b	ACE depreciation:						
	(1) Post-1993 property	2b(1)	21,514.				
	(2) Post-1989, pre-1994 property	2b(2)					
	(3) Pre-1990 MACRS property	2b(3)					
	(4) Pre-1990 original ACRS property	2b(4)					
	(5) Property described in sections 168(f)(1) through (4)	2b(5)					
	(6) Other property	2b(6)					
	(7) Total ACE depreciation. Add lines 2b(1) through 2b(6)			2b(7)	21,514.		
c	ACE depreciation adjustment. Subtract line 2b(7) from line 2a					2c	
3	Inclusion in ACE of items included in earnings and profits (E&P):						
a	Tax-exempt interest income			3a			
b	Death benefits from life insurance contracts			3b			
c	All other distributions from life insurance contracts (including surrenders)			3c			
d	Inside buildup of undistributed income in life insurance contracts			3d			
e	Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list)			3e			
f	Total increase to ACE from inclusion in ACE of items included in E&P. Add lines 3a through 3e					3f	
4	Disallowance of items not deductible from E&P:						
a	Certain dividends received			4a			
b	Dividends paid on certain preferred stock of public utilities that are deductible under section 247 (as affected by P.L. 113-295, Div. A, section 221(a)(41)(A), Dec. 19, 2014, 128 Stat. 4043)			4b			
c	Dividends paid to an ESOP that are deductible under section 404(k)			4c			
d	Nonpatronage dividends that are paid and deductible under section 1382(c)			4d			
e	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list)			4e			
f	Total increase to ACE because of disallowance of items not deductible from E&P. Add lines 4a through 4e					4f	
5	Other adjustments based on rules for figuring E&P:						
a	Intangible drilling costs			5a			
b	Circulation expenditures			5b			
c	Organizational expenditures			5c			
d	LIFO inventory adjustments			5d			
e	Installment sales			5e			
f	Total other E&P adjustments. Combine lines 5a through 5e					5f	
6	Disallowance of loss on exchange of debt pools					6	
7	Acquisition expenses of life insurance companies for qualified foreign contracts					7	
8	Depletion					8	
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property					9	
10	**Adjusted current earnings.** Combine lines 1, 2c, 3f, 4f, and 5f through 9. Enter the result here and on line 4a of Form 4626					10	-2,561,470.

717021
04-01-17

Form **1125-A**

(Rev. October 2016)

Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.**

▶ **Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.**

OMB No. 1545-0123

Name

ZUMOBI, INC.

Employer Identification number

38-3740014

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule) SEE STATEMENT 10	5	6,881,875.
6	**Total.** Add lines 1 through 5	6	6,881,875.
7	Inventory at end of year	7	
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	6,881,875.

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO — 9d

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No

If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions. Form **1125-A** (Rev. 10-2016)

724441
04-01-17 JWA

SCHEDULE G (Form 1120)
(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

Information on Certain Persons Owning the Corporation's Voting Stock

▶ Attach to Form 1120.

OMB No. 1545-0123

Name: ZUMOBI, INC.

Employer identification number (EIN): 38-3740014

Part I Certain Entities Owning the Corporation's Voting Stock. (Form 1120, Schedule K, Question 4a). Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Percentage Owned in Voting Stock
OAK INVESTMENT PARTNERS XII, LP	20-4960838	PARTNERSHIP	UNITED STATES	76.30%

Part II Certain Individuals and Estates Owning the Corporation's Voting Stock. (Form 1120, Schedule K, Question 4b). Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock

Form **1125-E**
(Rev. October 2016)
Department of the Treasury
Internal Revenue Service

Compensation of Officers

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.**
▶ **Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.**

OMB No. 1545-0123

Name
ZUMOBI, INC.

Employer Identification number
38-3740014

Note: Complete Form 1125-E only if total receipts are $500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business	Percent of stock owned (d) Common	Percent of stock owned (e) Preferred	(f) Amount of compensation
1 KEN WILLNER	536-46-9971	100%	.00%	.00%	270,001.
LARA RICKARD	522-08-2583	100%	.71%	.00%	119,020.

2 Total compensation of officers	2	389,021.
3 Compensation of officers claimed on Form 1125-A or elsewhere on return	3	
4 Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4	389,021.

For Paperwork Reduction Act Notice, see separate instructions.

Form **1125-E** (Rev. 10-2016)

724451 04-01-17 JWA

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property) OTHER

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2017

Attachment Sequence No. **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
ZUMOBI, INC.	OTHER DEPRECIATION	38-3740014

Part I **Election To Expense Certain Property Under Section 179** **Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	510,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,030,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2016 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2018. Add lines 9 and 10, less line 12 ▶	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II **Special Depreciation Allowance and Other Depreciation (Don't** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	10,573.

Part III **MACRS Depreciation (Don't** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2017	17	11,624.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2017 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27.5 yrs.	MM	S/L	
i	Nonresidential real property	/		39 yrs.	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2017 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	22,197.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No | 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**don't** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2017 tax year:					
43 Amortization of costs that began before your 2017 tax year				43	23.
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	23.

Form **6765** (Rev. March 2018)
Department of the Treasury
Internal Revenue Service

Credit for Increasing Research Activities

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form6765 for instructions and the latest information.

OMB No. 1545-0619
Attachment Sequence No. **81**

Name(s) shown on return: ZUMOBI, INC.
Identifying number: 38-3740014

Section A - Regular Credit. Skip this section and go to Section B if you are electing or previously elected (and are not revoking) the alternative simplified credit.

1	Certain amounts paid or incurred to energy consortia			1	
2	Basic research payments to qualified organizations	2			
3	Qualified organization base period amount	3			
4	Subtract line 3 from line 2. If zero or less, enter -0-			4	
5	Wages for qualified services (do not include wages used in figuring the work opportunity credit)	5			
6	Cost of supplies	6			
7	Rental or lease costs of computers	7			
8	Enter the applicable percentage of contract research expenses	8			
9	Total qualified research expenses. Add lines 5 through 8	9			
10	Enter fixed-base percentage, but not more than 16% (0.16)	10	16.0000 %		
11	Enter average annual gross receipts	11	5,393,681.		
12	Multiply line 11 by the percentage on line 10	12	862,989.		
13	Subtract line 12 from line 9. If zero or less, enter -0-	13	0.		
14	Multiply line 9 by 50% (0.50)	14			
15	Enter the **smaller** of line 13 or line 14			15	
16	Add lines 1, 4, and 15			16	
17	Are you electing the reduced credit under section 280C? ▶ Yes [X] No [ ] If "Yes," multiply line 16 by 13% (0.13). If "No," multiply line 16 by 20% (0.20) and see the instructions for the statement that must be attached. Fiscal year filers: see instructions. Members of controlled groups or businesses under common control: see instructions for the statement that must be attached			17	

Section B - Alternative Simplified Credit. Skip this section if you are completing Section A.

18	Certain amounts paid or incurred to energy consortia			18	
19	Basic research payments to qualified organizations	19			
20	Qualified organization base period amount	20			
21	Subtract line 20 from line 19. If zero or less, enter -0-			21	
22	Add lines 18 and 21			22	
23	Multiply line 22 by 20% (0.20)			23	
24	Wages for qualified services (do not include wages used in figuring the work opportunity credit)	24			
25	Cost of supplies	25			
26	Rental or lease costs of computers	26			
27	Enter the applicable percentage of contract research expenses	27			
28	Total qualified research expenses. Add lines 24 through 27	28			
29	Enter your total qualified research expenses for the prior 3 tax years. If you had no qualified research expenses in any one of those years, skip lines 30 and 31	29			
30	Divide line 29 by 6.0	30			
31	Subtract line 30 from line 28. If zero or less, enter -0-	31			
32	Multiply line 31 by 14% (0.14). If you skipped lines 30 and 31, multiply line 28 by 6% (0.06)			32	

LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **6765** (Rev. 3-2018)

719681 04-16-18

Section B - Alternative Simplified Credit *(continued)*

33	Add lines 23 and 32	33	
34	Are you electing the reduced credit under section 280C? ▶ Yes ☐ No ☐ If "Yes," multiply line 33 by 65% (0.65). If "No," enter the amount from line 33 and see the line 17 instructions for the statement that must be attached. Fiscal year filers: see instructions. Members of controlled groups or businesses under common control: see instructions for the statement that must be attached	34	

Section C - Current Year Credit

35	Enter the portion of the credit from Form 8932, line 2, that is attributable to wages that were also used to figure the credit on line 17 or line 34 (whichever applies)	35	
36	Subtract line 35 from line 17 or line 34 (whichever applies). If zero or less, enter -0-	36	0.
37	Credit for increasing research activities from partnerships, S corporations, estates, and trusts	37	
38	Add lines 36 and 37	38	
	• Estates and trusts, go to line 39. • Partnerships and S corporations not electing the payroll tax credit, stop here and report this amount on Schedule K. • Partnerships and S corporations electing the payroll tax credit, complete Section D and report on Schedule K the amount on this line reduced by the amount on line 44. • Eligible small businesses, stop here and report the credit on Form 3800, Part III, line 4i. See instructions for the definition of eligible small business. • Filers other than eligible small businesses, stop here and report the credit on Form 3800, Part III, line 1c. **Note:** Qualified small business filers, other than partnerships and S corporations, electing the payroll tax credit must complete Form 3800 before completing Section D.		
39	Amount allocated to beneficiaries of the estate or trust	39	
40	Estates and trusts, subtract line 39 from line 38. For eligible small businesses, report the credit on Form 3800, Part III, line 4i. See instructions. For filers other than eligible small businesses, report the credit on Form 3800, Part III, line 1c	40	

Section D - Qualified Small Business Payroll Tax Election and Payroll Tax Credit. Skip this section if the payroll tax election does not apply. See instructions.

41	Check this box if you are a qualified small business electing the payroll tax credit. See instructions ☐		
42	Enter the portion of line 36 elected as a payroll tax credit (do not enter more than $250,000). See instructions	42	
43	General business credit carryforward from the current year (see instructions). Partnerships and S corporations skip this line and go to line 44	43	
44	Partnerships and S corporations, enter the smaller of line 36 or line 42. All others, enter the smallest of line 36, line 42, or line 43. Enter here and on the applicable line of Form 8974, Part 1, column (e). Members of controlled groups or businesses under common control: see instructions for the statement that must be attached	44	

ELECTION NOT TO CLAIM THE ADDITIONAL FIRST YEAR
DEPRECIATION ALLOWABLE UNDER IRC SEC. 168(K)

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

FOR THE YEAR ENDING DECEMBER 31, 2017

ZUMOBI, INC., HEREBY ELECTS, PURSUANT TO IRC SEC. 168(K)(7), NOT TO CLAIM THE ADDITIONAL DEPRECIATION ALLOWABLE UNDER IRC SEC. 168(K) FOR THE FOLLOWING QUALIFYING PROPERTY PLACED IN SERVICE DURING THE TAX YEAR ENDING DECEMBER 31, 2017.

COMPUTER SOFTWARE AS DEFINED BY IRC SEC. 167(F)(1)(B).

SEE ATTACHED FORM 4562.

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

FOR THE YEAR ENDING DECEMBER 31, 2017

ZUMOBI, INC. IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER REG. SEC. 1.263(A)-1(F).

ZUMOBI, INC. 38-3740014

FORM 1120 OTHER INCOME STATEMENT 1

DESCRIPTION	AMOUNT
OTHER INCOME	113,446.
TOTAL TO FORM 1120, LINE 10	113,446.

FORM 1120 TAXES AND LICENSES STATEMENT 2

DESCRIPTION	AMOUNT
BUSINESS TAXES	34,916.
LICENSES AND PERMITS	2,351.
PAYROLL TAXES	196,942.
STATE TAX PAYMENTS	7,707.
TOTAL TO FORM 1120, LINE 17	241,916.

FORM 1120 OTHER DEDUCTIONS STATEMENT 3

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	-280,936.
AMORTIZATION	23.
BANK FEES	2,715.
COMMUNICATIONS	48,563.
COMPUTER EXPENSES	109,578.
CONTRACT LABOR EXPENSES	244,494.
DIRECTORS EXPENSE	46,643.
DUES AND SUBSCRIPTIONS	33,968.
EMPLOYEE EXPENSES	28,172.
INSURANCE	34,311.
MEALS AND ENTERTAINMENT	22,028.
MOBILE DEVICE EXPENSE	944.
OFFICE EXPENSES	43,237.
PARKING EXPENSE	25,830.
PROFESSIONAL FEES	309,558.
RECRUITING EXPENSE	99,539.
TRAVEL EXPENSES	83,134.
UTILITIES	247.
TOTAL TO FORM 1120, LINE 26	852,048.

ZUMOBI, INC. 38-3740014

SCHEDULE L — OTHER CURRENT ASSETS — STATEMENT 4

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
PREPAID EXPENSES	126,013.	96,485.
TOTAL TO SCHEDULE L, LINE 6	126,013.	96,485.

SCHEDULE L — OTHER CURRENT LIABILITIES — STATEMENT 5

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCRUED COMPENSATION AND BENEFITS	1,093,493.	1,866,189.
DEFERRED RENT - CURRENT PORTION	0.	-1,477.
INTEREST PAYABLE	448,285.	0.
OTHER ACCRUED LIABILITIES	83,915.	106,304.
SQUARE1 A/R LOC - SHORT TERM	1,175,000.	1,390,656.
UNBILLED REVENUE	4,569.	0.
TOTAL TO SCHEDULE L, LINE 18	2,805,262.	3,361,672.

SCHEDULE L — OTHER LIABILITIES — STATEMENT 6

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
DEBT DISCOUNT - LONG TERM PORTION	-38,361.	-20,901.
DEFERRED RENT - LONG TERM PORTION	0.	5,918.
WARRANT LIABILITY	155,856.	115,297.
TOTAL TO SCHEDULE L, LINE 21	117,495.	100,314.

SCHEDULE M-1 — TAXABLE INCOME NOT RECORDED ON BOOKS — STATEMENT 7

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	280,936.
TOTAL TO SCHEDULE M-1, LINE 4	280,936.

ZUMOBI, INC. 38-3740014

SCHEDULE M-1 — OTHER EXPENSES RECORDED ON BOOKS NOT DEDUCTED IN THIS RETURN — STATEMENT 8

DESCRIPTION	AMOUNT
INCENTIVE STOCK OPTION EXPENSE	35,553.
NONQUALIFIED STOCK OPTION EXPENSE	2,049.
INTEREST EXPENSE 163(I)	379,375.
CHANGE IN FMV OF STOCK WARRANT	40,559.
PREPAID EXPENSES	29,528.
ACCRUED EXPENSES	16,209.
TOTAL TO SCHEDULE M-1, LINE 5	503,273.

SCHEDULE M-1 — OTHER DEDUCTIONS IN THIS RETURN NOT CHARGED AGAINST BOOK INCOME — STATEMENT 9

DESCRIPTION	AMOUNT
BAD DEBT RESERVE	211,774.
ACCRUED BONUSES	17,826.
AMORTIZATION	23.
TOTAL TO SCHEDULE M-1, LINE 8	229,623.

FORM 1125-A — OTHER COSTS — STATEMENT 10

DESCRIPTION	AMOUNT
AD SERVING COSTS	445,697.
COLOCATION SERVICES	105,933.
DATA FEED COSTS	162,374.
PARTNER REVENUE SHARE	6,159,100.
PUSH NOTIFICATION FEES	8,771.
TOTAL TO LINE 5	6,881,875.

NEW YORK STATE 2017

CT-3-M

Department of Taxation and Finance

General Business Corporation MTA Surcharge Return

Tax Law - Article 9-A, Section 209-B

Caution: This form must be used **only** for tax periods beginning on or after January 1, 2017. If you use it for any prior periods, the return will **not** be processed and will **not** be considered timely filed. As a result, penalties and interest may be incurred.

Amended return ☐ **All filers must enter tax period:** beginning 01-01-17 ending 12-31-17

Employer identification number (EIN)	File number	Business telephone number	If you claim an overpayment, mark an X in the box
38-3740014	AA3	206-515-7603	☐

Legal name of corporation: ZUMOBI, INC.

Trade name/DBA:

Mailing name (If different from legal name above): c/o LARA RICKARD

State or country of incorporation: DE

Date received (for Tax Dept use only):

Number and street or PO box: 1525 4TH AVENUE, SUITE 800

Date of incorporation: 08-15-06

City: SEATTLE State: WA ZIP code: 98101

Foreign corporations: date began business in NYS: 01-01-09

If you need to update your address or phone information for corporation tax, or other tax types, you can do so online. See Business Information in Form CT-1.

File this form with your Form CT-3 or CT-3-A. Before completing this return, see Form CT-3-M-I, Instructions for Form CT-3-M.

A. Pay amount shown on line 12. Make payable to: **New York State Corporation Tax** ◄ Attach your payment here. Detach all check stubs. (See instructions for details.)	A.	Payment enclosed 0.

Computation of MTA surcharge

1	New York State franchise tax (see instructions)	1	1,500.
2	MCTD apportionment percentage from line 82	2	100.0000 %
3	Apportioned franchise tax (multiply line 1 by line 2)	3	1,500.
4	MTA surcharge (multiply line 3 by 28.3% (.283))	4	424.
5a			
5b			
6			
7	Total prepayments from line 91	7	442.
8a	Underpayment (subtract line 7 from line 4)	8a	
8b	Additional amount for 2018 MFI (see instructions)	8b	
8c	Balance due (add lines 8a and 8b)	8c	
9	Estimated tax penalty (see instructions; mark an **X** in the box if Form CT-222 is attached) ☒	9	18.
10	Interest on late payment (see instructions for Form CT-3 or CT-3-A)	10	
11	Late filing and late payment penalties (see instructions for Form CT-3 or CT-3-A)	11	
12	Balance due (add lines 8c through 11 and enter here; **enter the payment amount on line A above**)	12	0.
13a	Excess prepayments (subtract line 4 from line 7)	13a	
13b	Amount previously credited to 2018 MFI (see instructions)	13b	
13c	Overpayment (subtract line 13b from from line 13a)	13c	0.
14	Amount of overpayment to be credited to New York State franchise tax (see instructions)	14	
15	Amount of overpayment to be credited to MTA surcharge for next period (see instructions)	15	
16	Amount of overpayment to be refunded (see instructions)	16	

Schedule A - Computation of MCTD apportionment percentage (see instructions)

Average value of property (see instructions)		A MCTD	B New York State
17 Real estate owned (see instructions)	17.		
18 Real estate rented (see instructions)	18.	194,800.	194,800.
19 Inventories owned	19.		
20 Tangible personal property owned (see instructions)	20.	0.	0.
21 Tangible personal property rented (see instructions)	21.		
22 Total (add lines 17 through 21 in columns A and B)	22.	194,800.	194,800.
23 MCTD property factor (divide line 22, column A, by line 22, column B)	23.	100.0000 %	

ZUMOBI, INC. 38-3740014

Receipts from: (see instructions for lines 24 through 76)		A MCTD	B New York State
Section 210-A.2			
24 Sales of tangible personal property	24	4,137,300.	4,137,300.
25 Sales of electricity	25		
26 Net gains from sales of real property	26		
Section 210-A.3			
27 Rentals of real and tangible personal property	27		
28 Royalties from patents, copyrights, trademarks, and similar intangible personal property	28		
29 Sales of rights for certain closed-circuit and cable TV transmissions of an event	29		
Section 210-A.4			
30 Sale, licensing, or granting access to digital products	30		

Section 210-A.5(a)(1) - Fixed percentage method for qualified financial instruments (QFIs)

31 If this irrevocable election was made on Form CT-3 or CT-3-A, mark an **X** in the box (see Form CT-3-I or CT-3-A-I, line 8 instructions) ... 31 ☐

Section 210-A.5(a)(2) - Mark an **X** in each box that is applicable (see Form CT-3-I or CT-3-A-I line 8 instructions)

Section 210-A.5(a)(2)(A)			
32 Interest from loans secured by real property	32		
33 Net gains from sales of loans secured by real property	33		
34 Interest from loans **not** secured by real property (QFI ☐)	34		
35 Net gains from sales of loans **not** secured by real property (QFI ☐)	35		
Section 210-A.5(a)(2)(B) (QFI ☐)			
36 Interest from federal debt	36		
37			
38 Interest from NYS and its political subdivisions debt	38		
39 Net gains from federal, NYS, and NYS political subdivisions debt	39		
40 Interest from other states and their political subdivisions debt	40		
41 Net gains from other states and their political subdivisions debt	41		
Section 210-A.5(a)(2)(C) (QFI ☐)			
42 Interest from asset-backed securities and other government agency debt	42		
43 Net gains from government agency debt or asset-backed securities sold through an exchange	43		
44 Net gains from all other asset-backed securities	44		
Section 210-A.5(a)(2)(D) (QFI ☐)			
45 Interest from corporate bonds	45		
46 Net gains from corporate bonds sold through broker/dealer or licensed exchange	46		
47 Net gains from other corporate bonds	47		
Section 210-A.5(a)(2)(E)			
48 Net interest from reverse repurchase and securities borrowing agreements	48		
Section 210-A.5(a)(2)(F)			
49 Net Interest from federal funds	49		
Section 210-A.5(a)(2)(I) (QFI ☐)			
50 Net income from sales of physical commodities	50		
Section 210-A.5(a)(2)(J) (QFI ☐)			
51 Marked to market net gains	51		
Section 210-A.5(a)(2)(H) (QFI ☐) **210-A.5(a)(2)(G)** (QFI ☐)			
52 Interest from other financial instruments	52		
53 Net gains and other income from other financial instruments	53		

ZUMOBI, INC. 38-3740014

Receipts from: (continued)		A MCTD	B New York State
Section 210-A.5(b)			
54 Brokerage commissions	54		
55 Margin interest earned on behalf of brokerage accounts	55		
56 Fees for advisory services for underwriting or management of underwriting	56		
57 Receipts from primary spread of selling concessions	57		
58 Receipts from account maintenance fees	58		
59 Fees for management or advisory services	59		
60 Interest from an affiliated corporation	60		
Section 210-A.5(c)			
61 Interest, fees, and penalties from credit cards	61		
62 Service charges and fees from credit cards	62		
63 Receipts from merchant discounts	63		
64 Receipts from credit card authorizations and settlement processing	64		
65 Other credit card processing receipts	65		
Section 210-A.5(d)			
66 Receipts from certain services to investment companies	66		
Section 210-A.6			
67 Receipts from railroad and trucking business	67		
Section 210-A.6-a			
68 Receipts from the operation of vessels	68		
Section 210-A.7			
69 Receipts from air freight forwarding	69		
70 Receipts from other aviation services	70		
Section 210-A.8			
71 Advertising in newspapers or periodicals	71		
72 Advertising on television or radio	72		
73 Advertising via other means	73		
Section 210-A.9			
74 Transportation or transmission of gas through pipes	74		
Section 210-A.10			
75 Receipts from other services/activities not specified	75		
Section 210-A.11			
76 Discretionary adjustments	76		
77 Total (add lines 24 through 76 in columns A and B)	77	4,137,300.	4,137,300.
78 MCTD receipts factor (divide line 77, column A, by line 77, column B)	78		100.0000 %

Payroll		A MCTD	B New York State
79 Wages and other compensation of employees except general executive officers	79	242,588.	242,588.
80 MCTD payroll factor (divide line 79, column A, by line 79, column B)	80		100.0000 %
81 Total MCTD factors (add lines 23, 78, and 80)	81		300.0000 %
82 MCTD apportionment percentage (Divide line 81 by three; if a factor is missing, see instructions. Enter here and on line 2)	82		100.0000 %

ZUMOBI, INC. 38-3740014

Composition of prepayments claimed on line 7 (see instructions)		Date paid	Amount
83 Mandatory first installment from Form CT-300 (see instructions)	83		
84 Second installment form Form CT-400	84		
85 Third installment from Form CT-400	85		
86 Fourth installment from Form CT-400	86		
87 Payment with extension request from Form CT-5, line 10, or Form CT-5.3, line 13	87		
88 Overpayment credited from prior years (see instructions)	88		
89 Add lines 83 through 88	• 89		
90 Overpayment credited from Form CT- 3 Period 12-17	• 90		442.
91 Total prepayments (add lines 89 and 90, enter here and on line 7)	91		442.

Third - party designee (see instructions)	Yes [X] No [ ]	Designee's name (print)	Designee's phone number
	Designee's e-mail address	KARINA B. STADELMAN	206-302-6500
		KARINA.STADELMAN@MOSSADAMS.COM	PIN

Certification: I certify that this return and any attachments are to the best of my knowledge and belief true, correct, and complete.

Authorized person	Printed name of authorized person	Signature of authorized person	Official Title: VP, FINANCE
	E-mail address of authorized person	Telephone number: (206)269-1111	Date
Paid preparer use only *(see instr.)*	Firm's name (or yours if self-employed): MOSS ADAMS LLP	Firm's EIN: 91-0189318	Preparer's PTIN or SSN: P00363599
	Signature of individual preparing this return: KARINA B. STADELMAN	Address: 999 THIRD AVENUE, City: SEATTLE State: WA ZIP code: 98104	
	E-mail address of individual preparing this return: KARINA.STADELMAN@MOSSADAMS.COM	Preparer's NYTPRIN or Excl. code: 03	Date: 10-12-18

See instructions for where to file.

NEW YORK STATE 2017

Department of Taxation and Finance

Underpayment of Estimated Tax by a Corporation

Tax Law - Article 27, Section 1085

CT-222

Tax return filed: CT-3M

All filers must enter tax period: beginning 01-01-17 ending 12-31-17

Legal name of corporation	Employer identification number
ZUMOBI, INC.	38-3740014

Read the instructions, Form CT-222-I, before completing.

Part 1 - Annual payment

1	Enter your 2017 corporation franchise, excise, or gross receipts tax after credits **or** enter the 2017 metropolitan transportation business tax (MTA surcharge) *(if both, use separate forms)*	1	424.
2	Multiply line 1 by 91% (.91) or, if a large corporation, 100% (1.0). Large corporations enter this amount on line 5 and skip lines 3 and 4	2	386.
3	Enter your 2016 corporation franchise, excise or gross receipts tax after credits **or** enter the 2016 MTA surcharge	3	
4	Enter the amount from line 101; if not using the line 9 exception, skip this line	4	
5	Annual payment. Enter the lesser of lines 2, 3, or 4. Large corporations, enter the line 2 amount	5	386.

Part 2 - Reasons for filing

Mark an **X** in the boxes below that apply. If any boxes are marked, you must file Form CT-222 even if you do not owe a penalty.

6 You are using the adjusted seasonal installment method *(see instructions; complete applicable parts of Schedule A)* ☐

7 You are using the annualized income installment method *(see instructions; complete applicable parts of Schedule A)* ☐

8 You are **not** a large corporation and figure your estimated tax based on the prior year's tax (the prior year cannot be a short year, and your return must show a tax liability) ☐

9 You are **not** a large corporation and figure your estimated tax by applying to the tax base on which the current year's tax was paid the facts shown on your return for, and the law applicable to, the preceding tax year, but using the rates applicable to the current year *(complete Schedule B)* ☐

Part 3 - Computing the underpayment - for lines 11 through 19, complete one column before going to the next column.

		A	B	C	D
10	Installment due dates *(see instructions)*	03-15-17	06-15-17	09-15-17	12-15-17
11	Required installments *(see instructions)*		129.	129.	128.
12	Estimated tax timely paid or credited for each period *(see instructions)*. For column A only, also enter the amount from this line on line 16				
13	Enter amount, if any, from line 19 of the preceding column				
14	Add lines 12 and 13				
15	In column B, enter line 18, column A amount. In columns C and D, add amounts on lines 17 and 18 of the preceding column			129.	258.
16	In column A, enter the line 12 amount. For other columns, subtract line 15 from line 14. If zero or less, enter **0**	0.	0.	0.	0.
17	If the amount on line 16 is zero, subtract line 14 from line 15. Otherwise, enter **0**		0.	129.	
18	**Underpayment** - If line 16 is less than or equal to line 11, subtract line 16 from line 11. Otherwise, go to line 19 *(see instructions)*	0.	129.	129.	128.
19	**Overpayment** - If line 11 is less than line 16, subtract line 11 from line 16				

415001171019

Part 4 - Computation of the underpayment penalty *(see instr.)*	A First	B Second	C Third	D Fourth
20 Enter the date of payment or the 15th day of the 3rd month after the end of the tax year, whichever is earlier *(mm/dd/yy)*		04-17-18	04-17-18	04-17-18
Number of days:				
21 From due date of installment to the date shown on line 20		304	212	121
22 On line 21 after 3/15/17 and before 4/1/17				
23 On line 21 after 3/31/17 and before 7/1/17		15		
24 On line 21 after 6/30/17 and before 10/1/17		92	15	
25 On line 21 after 9/30/17 and before 1/1/18		92	92	16
26 On line 21 after 12/31/17 and before 4/1/18		90	90	90
27 On line 21 after 3/31/18 and before 7/1/18		15	15	15
28 On line 21 after 6/30/18 and before 10/1/18				
29 On line 21 after 9/30/18 and before 1/1/19				
30 On line 21 after 12/31/18 and before 3/15/19				
31 On line 22 ÷ 365 x 8% x amount on line 18				
32 On line 23 ÷ 365 x 8% x amount on line 18				
33 On line 24 ÷ 365 x 8% x amount on line 18		3.		
34 On line 25 ÷ 365 x 8% x amount on line 18		3.	3.	
35 On line 26 ÷ 365 x %* x amount on line 18		3.	3.	3.
36 On line 27 ÷ 365 x %* x amount on line 18				
37 On line 28 ÷ 365 x %* x amount on line 18				
38 On line 29 ÷ 365 x %* x amount on line 18				
39 On line 30 ÷ 365 x %* x amount on line 18				
40 Add lines 31 through 39		9.	6.	3.
41 Underpayment penalty *(see instructions)*		9.	6.	3.

SEE STATEMENT 1

42 Add line 41, columns A through D; enter here and on your franchise tax return or MTA surcharge return	42	18.
43 Multiply line 1 by 80% (.8)	43	339.
44 Subtract line 11, column A from line 43	44	339.
45 Divide line 44 by three	45	113.

*For rates not shown, access our Web site or call the Corporation Tax Information Center (see *Need help?* in Form CT-1).

Schedule A, Part I - Adjusted seasonal installment method *(see instructions)*

Note: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. Use lines 46 through 51 below to compute the base period percentage. When appropriate, in lieu of ENI, use the applicable tax base.

	A - 2014	B - 2015	C - 2016
46 Enter the period of 6 consecutive months for which the base period percentage is to be computed: • _____ through • _____			
47 Enter the ENI for the same 6 consecutive month period in preceding periods			
48 Enter the total ENI for the entire year in preceding periods			
49 In each column, enter as a percentage the result of dividing that column's line 47 by that column's line 48	%	%	%
50 Add the percentages in ln 49, columns A, B, and C, and enter the result here	%		
51 Base period percentage: Divide line 50 by three; enter the result here	%	If 70% or higher, continue with Schedule A, line 52a.	

	A	B - 1st 5 months	C - 1st 8 months	D - 1st 11 months
Enter ENI for the following:				
52a Tax year beginning in 2014		•	•	•
52b Tax year beginning in 2015		•	•	•
52c Tax year beginning in 2016		•	•	•
53 Enter the total of the amounts that enter into the computation of the business income base for 2017 for the months delineated in each column		•	•	•
Enter ENI for the following periods:		1st 6 months	1st 9 months	Entire year
54a Tax year beginning in 2014		•	•	•
54b Tax year beginning in 2015		•	•	•
54c Tax year beginning in 2016		•	•	•
55 Divide the amount in each column on line 52a by the amount in column D on line 54a				
56 Divide the amount in each column on line 52b by the amount in column D on line 54b				
57 Divide the amount in each column on line 52c by the amount in column D on line 54c				
58 Add lines 55 through 57				
59 Divide line 58 by three				
60 Divide line 53 by line 59				
61 Figure the tax on the amount on line 60 using the instructions for your corporation's return *(see instructions for MTA surcharge)*		•	•	•
62 Divide the amount in each of columns B and C on line 54a by the amount in column D on line 54a				
63 Divide the amount in each of columns B and C on line 54b by the amount in column D on line 54b				
64 Divide the amount in each of columns B and C on line 54c by the amount in column D on line 54c				
65 Add lines 62 through 64				
66 Divide line 65 by three				
67 Multiply the amounts in columns B and C of line 61 by columns B and C of line 66. In column D, enter the amount from line 61, column D ...				
68 Enter any other taxes for each payment period *(see instructions)*		•	•	•
69 Total tax before credits *(add lines 67 and 68)*				
70 Enter the amount of tax credits your corporation is entitled to for the months shown in each column heading above line 52a		•	•	•
71 Total tax after credits. Subtract line 70 from line 69. If zero or less, enter **0**				
72 If **not** a large corporation, enter .91 (91%). Otherwise, enter 1.				
73 Multiply line 71 by line 72				

Schedule A, Part 2 - Annualized income installment method

	A	B	C	D
74 Annualized periods *(see instructions)*		1st • months	1st • months	1st • months
75 See instructions		•	•	•
76 See instructions				
77 Annualized taxable inc. Multiply line 75 by line 76				
78 Figure the tax on the line 77 amount using the instructions for your corporation's return *(see instructions for MTA surcharge)*		•	•	•
79 Enter any other taxes for each payment period *(see insts.)*		•	•	•
80 Total tax before credits *(add lines 78 and 79)*				
81 Tax credits *(see instructions)*		•	•	•
82 Total tax after credits. Subtract line 81 from line 80; if zero or less, enter **0**				
83 If **not** a large corporation, enter .91 (91%). Otherwise, enter 1				
84 Multiply line 82 by line 83				
85 Applicable percentage		50%	75%	100%
86 Multiply line 84 by line 85				

Schedule A, Part 3 - Required installment - In completing Part 3, complete one column before going to the next column.

	A	B	C	D
87 If only Schedule A, Part 1 or Part 2 is completed, enter the amount in each column from line 73 or line 86. If both parts are completed, enter the smaller of the amounts in each column from line 73 or line 86				
88 Add the amounts in all preceding columns of line 93				
89 Subtract line 88 from line 87. If zero or less, enter 0				
90 Subtract line 11, column A (MFI), from line 5. Divide the result by three and enter in each of columns B, C, and D				
91 In column C, subtract line 89, column B from line 90, column B. If zero or less, enter 0. In column D, subtract line 93 , column C from line 92, column C and enter the result				
92 Add lines 90 and 91				
93 **Required installments** - For column A, enter the amount from line 11, column A (MFI). For column B, enter the smaller of line 89, column B or line 90, column B. For columns C and D, respectively, enter the smaller of line 89 or line 92. Also enter each result on line 11				

Schedule B - Line 9 exception - *(see instructions)*

94 2016 ENI or business income (as applicable) base multiplied by 2017 ENI or business income base tax rate (as applicable)	•	94	
95 2016 capital base multiplied by 2017 capital tax rate	•	95	
96 Enter the amount from line 94 or 95, as applicable		96	
97 2016 subsidiary capital base multiplied by 2017 subsidiary capital tax rate	•	97	
98 Any other taxes *(see instructions)*	•	98	
99 Add line 96, 97, and 98		99	
100 2016 tax credits	•	100	
101 Recomputed tax *(subtract line 100 from line 99);* enter here and on line 4		101	

ZUMOBI, INC. 38-3740014

NY FORM CT-3M
NY FORM CT-33M STATEMENT 1

UNDERPAYMENT OF ESTIMATED TAX

QTR	EVENT AMOUNT	TYPE	REMAINING UNDERPAYMENT	PERIOD OF UNDERPAYMENT		DAYS	INTEREST RATE	AMOUNT OF PENALTY
B								
		Q	129.	06/15/2017	06/30/2017	15	8.0000	0.
		R	129.	06/30/2017	09/30/2017	92	8.0000	3.
		R	129.	09/30/2017	12/31/2017	92	8.0000	3.
		R	129.	12/31/2017	03/31/2018	90	8.0000	3.
		R	129.	03/31/2018	04/15/2018	15	9.0000	0.
C								
		Q	129.	09/15/2017	09/30/2017	15	8.0000	0.
		R	129.	09/30/2017	12/31/2017	92	8.0000	3.
		R	129.	12/31/2017	03/31/2018	90	8.0000	3.
		R	129.	03/31/2018	04/15/2018	15	9.0000	0.
D								
		Q	128.	12/15/2017	12/31/2017	16	8.0000	0.
		R	128.	12/31/2017	03/31/2018	90	8.0000	3.
		R	128.	03/31/2018	04/15/2018	15	9.0000	0.
TOTAL TO FORM CT-222 LINE 42								18.

EVENT TYPE: Q = QUARTERLY AMOUNT DUE
P = PAYMENT
R = INTEREST RATE CHANGE
L = LEAP YEAR CHANGE
O = OVERPAYMENT FROM PRIOR YEAR/QUARTER

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to page size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "PageScalling" selection box in the Adobe "Print" dialog.

CITY COPY

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

NYC DEPARTMENT OF FINANCE
BUSINESS CORPORATION TAX
PO BOX 5564
BINGHAMTON, NY 13902-5564

NYC-2

726340
04-01-17

2017 TAX RETURN FILING INSTRUCTIONS

NEW YORK CITY FORM NYC-2

FOR THE YEAR ENDING

December 31, 2017

Prepared For:

Lara Rickard
Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

To Be Signed and Dated By:

The appropriate corporate officer(s).

Amount of Tax:

Total tax	$	1,500
Less: payments and credits	$	2,063
Plus: other amount	$	0
Plus: interest and penalties	$	0
Overpayment	$	563

Overpayment:

Credit to your estimated tax	$	563
Other amount	$	0
Refunded to you	$	0

Make Check Payable to:

Not applicable

Mail Tax Return and Check (if applicable) to:

This return has qualified for electronic filing. After you have reviewed your return for accuracy, please sign, date and return NYC-579-COR to our office. We will then transmit your return to the NYC DOF. Do not mail a copy of the return.

Return Must be Mailed On or Before:

Return NYC-579-COR to us by October 15, 2018.

Special Instructions:

2018 ESTIMATED TAX FILING INSTRUCTIONS

NEW YORK CITY FORM NYC-400

FOR THE YEAR ENDING

December 31, 2018

Prepared For:

Lara Rickard
Zumobi, Inc.
1525 4th Avenue, Suite 800
Seattle, WA 98101

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

Amount of Tax:

Total Estimated Tax	$	1,500
Less credit from prior year	$	563
Less amount already paid on 2018 Estimate	$	0
Balance Due	$	937

Payable in full or in installments as follows:

Voucher	Amount	Due Date
No. 1	$ 0	April 16, 2018
No. 2	$ 0	June 15, 2018
No. 3	$ 437	September 17, 2018
No. 4	$ 500	December 17, 2018

Make Check Payable to:

NYC Department of Finance

Mail Voucher and Check (if applicable) to:

NYC Department of Finance
P.O. Box 3922
New York, NY 10008-3922

Special Instructions:

NYC Department of Finance	N Y C 579-COR	NEW YORK CITY DEPARTMENT OF FINANCE **Signature Authorization for E-Filed Business Corporation Tax Return**	2017

ELECTRONIC RETURN ORIGINATORS (ERO): DO NOT MAIL THIS FORM TO THE DEPARTMENT OF FINANCE. KEEP THIS FOR YOUR RECORDS.

LEGAL NAME OF CORPORATION:	EMPLOYER IDENTIFICATION NUMBER
ZUMOBI, INC.	38-3740014

EMAIL ADDRESS:

TYPE OF RETURN: ___ NYC-EXT ___ NYC-EXT.1 ___ NYC-300 (2018) ___ NYC-400 (2018) X NYC-2 ___ NYC-2A ___ NYC-2S

Financial Institution Information - *must be included if electronic payment is authorized*

AMOUNT OF AUTHORIZED DEBIT:	FINANCIAL INSTITUTION ROUTING NUMBER:	FINANCIAL INSTITUTION ACCOUNT NUMBER:

Part A - Declaration and authorization of corporate officer for Forms NYC-2, NYC-2A, NYC-2S, NYC-EXT, NYC-EXT.1, NYC-300 or NYC-400

Under penalty of perjury, I declare that I am an officer of the corporation authorized to act on behalf of the above-named corporation, and that I have examined the information on its 2017 New York City electronically filed corporation tax return, including any accompanying schedules, attachments, and statements or other report checked above, and to the best of my knowledge and belief, the electronically filed corporation tax return or other report is true, correct, and complete. The ERO has my consent to send the 2017 New York City electronically filed corporation tax return or other report checked above to New York City Department of Finance through the Internal Revenue Service. I authorize the ERO to enter my PIN as my signature on the 2017 New York City electronically filed corporation tax return or other report, or I will enter my PIN as my signature on the 2017 New York City electronically filed corporation tax return or other report. If I am paying the New York City corporation tax owed by electronic funds withdrawal, I authorize the New York City Department of Finance and its designated financial agents to initiate an electronic funds withdrawal from the financial institution account indicated on the corporation's 2017 New York City electronically filed corporation tax return or other report, and I authorize the financial institution to debit the amount from that account.

Officer's PIN (mark an X in one box only)

X I authorize MOSS ADAMS LLP (ERO FIRM NAME) to enter my PIN: 40014 as my signature on the corporation's 2017 electronically filed corporation tax return or other report checked above.

___ As an authorized person of the corporation, I will enter my PIN as my signature on the corporation's 2017 electronically filed corporation tax return or other report checked above.

Signature of authorized person	VP, FINANCE Official title	Date

Part B - Declaration of electronic return originator (ERO) and paid preparer

Under penalty of perjury, I declare that the information contained in the above-named corporation's 2017 New York City electronically filed corporation tax return or other report checked above is the information furnished to me by the corporation's authorized officer. If the corporate officer furnished me with a completed 2017 New York City paper corporation tax return or other report signed by a paid preparer, I declare that the information contained in the corporation's 2017 New York City electronically filed corporation tax return or report is identical to that contained in the paper return or report. If I am the paid preparer, under penalty of perjury I declare that I have examined this 2017 New York City electronically filed corporation tax return or other report, and, to the best of my knowledge and belief, the return or other report is true, correct, and complete. I have based this declaration on all information available to me.

ERO EFIN/PIN: Enter your six-digit EFIN followed by your five digit PIN: 91687263599

ERO's Signature	Print Name	Date

Paid Preparer's Signature	KARINA B. STADELMAN Print Name	10/12/18 Date

PURPOSE - A completed Form NYC-579-COR provides documentation that an ERO has been authorized to electronically file the Business Corporation Tax return or other report. The officer of the corporation who is authorized to sign the corporation's returns may designate the ERO to electronically sign the return or other report by entering the officer's personal identification number (PIN). The form also authorizes payment of tax due on an electronically submitted return or report by an automatic clearing house (ACH) debit from a designated checking or savings account of the corporation. **You cannot revoke this authorization.**

GENERAL INSTRUCTIONS - Part A must be completed by an officer of the corporation who is authorized to sign the corporation's return or report before the ERO transmits the electronically filed Form NYC-2A (Combined Business Corporation Tax Return); NYC-2 (Business Corporation Tax Return); NYC-2S (Business Corporation Tax Return); NYC-EXT (Application for 6-month Extension to File Business Income Tax Return); NYC-EXT.1 (Application for Additional Extension); NYC-300 (Mandatory First Installment (MFI) by Business C Corporations) or NYC-400 (Declaration of Estimated Tax by Business Corporations and Subchapter S General Corporations).

EROs/paid preparers must complete Part B prior to transmitting an electronically filed corporation tax returns or reports (Forms NYC-2, NYC-2A, NYC-2S, NYC-EXT, NYC-EXT.1, NYC-300 or NYC-400). Both the paid preparer and the ERO are required to sign Part B. However, if an individual performs as both the paid preparer and the ERO, he or she is only required to sign as the paid preparer. It is not necessary to include the ERO signature in this case.

Do not mail Form NYC-579-COR to the Department of Finance. The EROs/paid preparers must keep the completed Form NYC-579-COR for three years from the due date of the return or report or the date the return or report was filed, whichever is later, and must present it to the Department of Finance upon request.

NYC - 400
Department of Finance

ESTIMATED TAX BY BUSINESS CORPORATIONS AND SUBCHAPTER S GENERAL CORPORATIONS

2018

For CALENDAR YEAR 2018 or FISCAL YEAR beginning 01-01-2018 and ending 12-31-2018

Print or Type:

Name (If combined filer, give name of reporting corporation) — Name Change ____

ZUMOBI, INC.

in Care of

Address (number and street) — Address Change ____

1525 4TH AVENUE, SUITE 800

City and State	Zip Code	Country (if not US)
SEATTLE, WA	98101	

Business telephone number	Person to contact
206-269-1111	

Taxpayer's Email Address

EMPLOYER IDENTIFICATION NUMBER
38-3740014

BUSINESS CODE NUMBER PER FEDERAL RETURN
517000

[X] **Business C Corporations only** NYC-2 NYC-2S NYC-2A

[ ] **General-Subchapter S Corporations and Qualified Subchapter S Subsidiaries only** NYC-3L NYC-3A NYC-4S NYC-4SEZ

COMPUTATION OF ESTIMATED TAX

			Payment Amount
A. Payment	Amount included with form - Make payable to: NYC Department of Finance	A.	437.
1. Declaration of estimated tax for current year		1.	1,500.
2. Estimated Payment Amount		2.	437.

MAILING INSTRUCTIONS:

MAIL FORM TO:
NYC DEPARTMENT OF FINANCE
P.O. BOX 3922
NEW YORK, NY 10008-3922

Make remittance payable to the order of: **NYC DEPARTMENT OF FINANCE.** Payment must be made in U.S. dollars, drawn on a U.S. bank.

To receive proper credit, you must enter your correct Employer Identification Number on your declaration and remittance.

KEEP A COPY OF THIS FORM FOR YOUR RECORDS.

ELECTRONIC FILING

Register for electronic filing. It is an easy, secure and convenient way to file a declaration and an extension and pay taxes on-line.
For more information log on to **NYC.gov/eservices**

NYC - 400
Department of Finance

ESTIMATED TAX BY BUSINESS CORPORATIONS AND SUBCHAPTER S GENERAL CORPORATIONS

2018

For CALENDAR YEAR 2018 or FISCAL YEAR beginning 01-01-2018 and ending 12-31-2018

Print or Type:

Name (If combined filer, give name of reporting corporation) — Name Change ___

ZUMOBI, INC.

in Care of

Address (number and street) — Address Change ___

1525 4TH AVENUE, SUITE 800

City and State	Zip Code	Country (if not US)
SEATTLE, WA	98101	

Business telephone number	Person to contact
206-269-1111	

Taxpayer's Email Address

EMPLOYER IDENTIFICATION NUMBER
38-3740014

BUSINESS CODE NUMBER PER FEDERAL RETURN
517000

[X] **Business C Corporations only** NYC-2 NYC-2S NYC-2A

[ ] **General-Subchapter S Corporations and Qualified Subchapter S Subsidiaries only** NYC-3L NYC-3A NYC-4S NYC-4SEZ

COMPUTATION OF ESTIMATED TAX

			Payment Amount
A. Payment	Amount included with form - Make payable to: NYC Department of Finance	A.	500.
1. Declaration of estimated tax for current year		1.	1,500.
2. Estimated Payment Amount		2.	500.

MAILING INSTRUCTIONS:

MAIL FORM TO:
NYC DEPARTMENT OF FINANCE
P.O. BOX 3922
NEW YORK, NY 10008-3922

Make remittance payable to the order of: **NYC DEPARTMENT OF FINANCE.** Payment must be made in U.S. dollars, drawn on a U.S. bank.

To receive proper credit, you must enter your correct Employer Identification Number on your declaration and remittance.

KEEP A COPY OF THIS FORM FOR YOUR RECORDS.

ELECTRONIC FILING

Register for electronic filing. It is an easy, secure and convenient way to file a declaration and an extension and pay taxes on-line.
For more information log on to **NYC.gov/eservices**

NYC-2
Department of Finance

BUSINESS CORPORATION TAX RETURN
To be filed by C Corporations ONLY - All Subchapter S Corporations must file Form NYC-1, NYC-3L, NYC-4S or NYC-4SEZ

2017

For CALENDAR YEAR 2017 or FISCAL YEAR beginning _____ and ending _____

Name and Address

ZUMOBI, INC.

1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

Name Change ___ Address Change ___ Country (if not US)

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

BUSINESS CODE NUMBER AS PER FEDERAL RETURN: 517000

2-character special condition code, if applicable (See instructions): _____

Business telephone number: 206-269-1111
Taxpayer's email address:
State or country of organization: DELAWARE
Date organized: 08-15-06
Date business began in NYC: 01-01-2009
Final Return ___
If final return, date business ended in NYC

CHECK ALL THAT APPLY: ___ Special short period return ___ 52/53-week taxable year ___ Pro-forma federal return attached ___ Claim any 9/11/01 - related federal tax benefits

___ Amended return — If the purpose of the amended return is to report a federal or state change, check the appropriate box. ___ IRS change ___ NYS change — Date of Final Determination _____

Have you attached any of the following forms to this return? If yes, check all that apply. ___ Form NYC-2.1 ___ Form NYC-2.2 ___ Form NYC-2.3 X Form NYC-2.4 X Form NYC-2.5

SCHEDULE A - Computation of Balance Due or Overpayment

Payment Amount

A. Payment	Amount being paid electronically with this return	A.	
1.	Tax on business income base *(from Sch. B, line 38)*	1.	
2.	Tax on capital base *(from Sch. C, Part 3, line 4)* Maximum Tax is $10,000,000	2.	
3.	Minimum tax - *(see instructions)* - NYC Gross Receipts: 4,137,300.	3.	1,500.
4.	Tax *(enter the amount from line 1, 2 or 3, whichever is largest)*	4.	1,500.
5.	UBT Paid Credit *(attach Form NYC-9.7C)*	5.	
6.	Tax after UBT Paid Credit *(subtract line 5 from line 4)*	6.	1,500.
7.	REAP credits *(attach Form NYC-9.5)*	7.	
8.	Real Estate Tax Escalation, Employment Opportunity Relocation and IBZ Credits *(attach Form NYC-9.6)*	8.	
9.	LMREAP Credit *(see instructions and attach Form NYC-9.8)*	9.	
10.	Biotechnology Credit *(attach Form NYC-9.10)*	10.	
11.	Beer Production Credit *(attach Form NYC-9.12)*	11.	
12.	Net Tax after credits *(subtract lines 7, 8, 9, 10 and 11 from line 6)*	12.	1,500.
13.	Total prepayments *(from Composition of Prepayments Schedule, page 8, line G)*	13.	2,063.
14.	Balance due *(subtract line 13 from line 12)*	14.	
15.	Overpayment *(subtract line 12 from line 13)*	15.	563.
16a.	Interest *(see instructions)*	16a.	
16b.	Additional charges *(see instructions)*	16b.	
16c.	Penalty for underpayment of estimated tax *(attach Form NYC-222)*	16c. 0.	
17.	Total of lines 16a, 16b and 16c	17.	
18.	Net overpayment *(subtract line 17 from line 15)*	18.	563.
19.	Amount of line 18 to be: (a) Refunded - ___ Direct deposit - *fill out line 19c* OR ___ Paper check	19a.	
	(b) Credited to 2018 estimated tax	19b.	563.
19c.	Routing Number: _____ Account Number: _____ Account Type: Checking ___ Savings ___		
20.	TOTAL REMITTANCE DUE. *(see instructions)*	20.	
21.	NYC rent deducted on federal tax return or NYC rent from Schedule E, part 1	21.	186,646.
22.	Federal Return Filed: X 1120 ___ 1120C ___ 1120F ___ 1120-RIC ___ 1120-REIT ___ 1120-H ___ Other/None		
23.	Gross receipts or sales from federal return	23.	10,042,048.
24.	Total assets from federal return	24.	4,495,929.
25.	Business allocation percentage *(from Schedule F, line 5) (if not allocating, enter 100%)*	25.	28.09 %

SCHEDULE B - Computation of Tax on Business Income Base

1. Federal taxable income (FTI) before net operating loss (NOL) and special deductions (see instructions)	1.	-2,562,153.
2. Dividends and interest effectively connected with the conduct of a trade or business in the United State NOT included on line 1 by **alien corporations**	2.	
3. Any other income not included on line 1 which is exempt by treaty from federal income tax but would otherwise be treated as effectively connected with the conduct of a trade or business in the United States by **alien corporations**	3.	
4. Dividends not included on line 1 by **non-alien corporations**	4.	
5. Interest on federal, state, municipal and other obligations not included on line 1 by **non-alien corporations**	5.	
6. Income taxes paid to the US or its possessions deducted on federal return	6.	
7. NYS Franchise Tax, including MTA taxes and other business taxes deducted on the federal return (see instr.; attach rider)	7.	
8. NYC Corporate Taxes deducted on federal return (see instructions)	8.	
9. Adjustments relating to employment opportunity relocation cost credit and IBZ credit	9.	
10. Adjustments relating to real estate tax escalation credit	10.	
11. ACRS depreciation and/or adjustments (attach Form NYC-399 and/or NYC-399Z)	11.	
12. Payment for use of intangibles	12.	
13. Domestic production activities deduction (see instruction)	13.	
14. Other additions (see instructions; attach rider)	14.	
15. Total of lines 1 through 14	15.	-2,562,153.
16. Gain on sale of certain property acquired prior to 1/1/66 (see instructions)	16.	
17. NYC and NYS tax refunds included in line 15 (see instructions)	17.	
18. Wages and salaries subject to federal jobs credit (see instructions)	18.	
19. Depreciation and/or adjustment calculated under pre-ACRS or pre-9/11/01 rules (attach Form NYC-399 and/or NYC-399Z; see instructions)	19.	
20. Other subtractions (see instructions) (attach rider)	20.	
21. Total subtractions (add lines 16 through 20)	21.	
22. Net modifications to federal taxable income (subtract line 21 from line 15)	22.	-2,562,153.
23. Subtraction modification for qualified banks and other qualified lenders (from Form NYC-2.2, Schedule A, line 1; see instructions)	23.	
24. Entire net income (ENI) (subtract line 23 from line 22)	24.	-2,562,153.
25. Investment and other exempt income (from Form NYC-2.1, Schedule D, line 1)	25.	
26. Entire net income less investment and other exempt income	26.	-2,562,153.
27. Excess interest deductions attributable to investment income, investment capital and other exempt income (from Form NYC-2.1, Schedule D, line 2)	27.	
28. Business income (add lines 26 and 27)	28.	-2,562,153.
29. Addback of income previously reported as investment income (from Form NYC-2.1, Schedule F, line 6; if zero or less, enter 0; see instructions)	29.	
30. Business income after addback (add lines 28 and 29)	30.	-2,562,153.
31. Business allocation percentage (from Schedule F, line 5)	31.	28.09%
32a. Allocated business income after addback (multiply line 30 by line 31)	32a.	-719,709.
32b. If the amount in line 32a is not correct, enter correct amount here and explain in rider (see instructions)	32b.	
33. Prior net operating loss conversion subtraction (from Form NYC-2.3, Schedule C, line 4)	33.	
34. Allocated business income less prior net operating loss conversion subtraction (see instructions)	34.	-719,709.
35. Net operating loss deduction (from Form NYC-2.4, line 6)	35.	
36. Business income base (subtract line 35 from line 34)	36.	-719,709.
37. Tax rate (see instructions)	37.	6.5000%
38. Tax on business income base (multiply line 36 by line 37 and enter here and on Schedule A, line 1)	38.	

Note: If you make an entry on line 23, 25, 27, 29, 33, or 35, you must complete and file the appropriate attachment form.

Form NYC-2 - 2017 NAME: ZUMOBI, INC. EIN: 38-3740014 Page 3

SCHEDULE C - Computation of Tax on Capital Base

Part 1 - Computation of Total Business Capital

Basis used to determine average value in column C. *Check one. (Attach detailed schedule.)*

X - Annually ___ - Semi-annually ___ - Qtrly ___ - Monthly ___ - Weekly ___ - Daily

	COLUMN A Beginning of Year	COLUMN B End of Year		COLUMN C Average Value
1. Total assets from federal return	3,147,059.	4,495,929.	1.	3,821,494.
2. Real property and marketable securities included in line 1			2.	
3. Subtract line 2 from line 1				3,821,494.
4. Real property and marketable securities at fair market value			4.	
5. Adjusted total assets (add lines 3 and 4)			5.	3,821,494.
6. Total liabilities	8,851,058.	13,285,842.	6.	11,068,450.
7. Total capital (subtract line 6, column C, from line 5, column C)			7.	-7,246,956.
8. Investment capital (from Schedule D, line 4; if zero or less, enter 0)			8.	
9. Business capital (subtract line 8 from line 7)			9.	-7,246,956.
10. Addback of capital previously reported as investment capital (from Schedule D, line 5, column C; if zero or less, enter 0)			10.	
11. Total business capital (add lines 9 and 10)			11.	-7,246,956.
12. Business allocation percentage (from Schedule F, line 5; if not allocating, enter 100%)			12.	28.09 %

Part 2 - Computation of Liabilities Attributable to Investment Capital and Within Business Capital		COLUMN A	COLUMN B
1. Total liabilities *(Schedule C, Part 1, line 6) (see instructions)*	1.		11,068,450.
2. Liabilities directly attributable to investment capital (Form NYC-2.1, Schedule E, Part 4, Column G, line 4) (see instructions)	2.		
3. Liabilities directly attributable to business capital	3.		
4. Total liabilities directly attributable (add lines 2 and 3)	4.		
5. Total liabilities indirectly attributable (subtract line 4 form line 1)	5.		11,068,450.
6. Average FMV of investment capital before subtraction of liabilities attributable *(Form NYC-2.1, Schedule E, Part 4, Column F, line 4) (see instr.)*	6.		
7. Average FMV of adjusted total assets *(Schedule C, Part 1, line 5) (see instr.)*	7.	3,821,494.	
8. Investment capital factor (divide line 6 by line 7)	8.		.0000
9. Liabilities indirectly attributable to investment capital (multiply line 5 by line 8)	9.		
10. Average FMV of business capital before subtraction of liabilities attributable (subtract line 6 from line 7)	10.	3,821,494.	
11. Liabilities indirectly attributable to business capital (subtract line 9 from line 5)	11.	11,068,450.	
12. Liabilities directly and indirectly attributable to business capital (add lines 3 and 11; if this line 12 exceeds line 10, STOP and do not go further) *(see instr.)*	12.	11,068,450.	
13. Liabilities directly attributable to Insurance and Utility Capital	13.		
14. Liabilities directly attributable to General Business Capital	14.		
15. Average FMV of Insurance and Utility Capital before subtraction of liabilities attributable	15.		
16. Insurance and Utility Capital factor (divide line 15 by line 10)	16.		
17. Liabilities indirectly attributable to Insurance and Utility Capital (multiply line 16 by line 11)	17.		
18. Liabilities attributable to Insurance and Utility Capital (add lines 13 and 17)	18.		
19. Net Insurance and Utility Capital (subtract ln. 18 from line 15 and add any negative value from line 22, if line 19 has a positive value without such addition) (see instr.)	19.		
20. Allocated Insurance and Utility Capital (multiply line 19 by the business allocation percentage from Schedule F, line 5	20.		
21. Liabilities attributable to General Business Capital (subtract line 2, line 9, line 13 and line 17 from line 1)	21.		
22. Net General Business Capital (subtract line 15 and line 21 from line 10, add any amount on Schedule C, Part 1, line 10 and add any negative value from line 19, if this line 22 has a positive value without such addition) *(see instr.)*	22.		

SCHEDULE C - (Continued)

Part 3 - Computation of tax on capital base

1a. Allocated General Business Capital (multiply Schedule C, Part 2, line 22 by the business allocation percentage from Schedule F, line 5)	1a.	0.
1b. At tax rate 0.15% *(multiply line 1a, column B, by 0.15%)*	1b.	0.
2a. Allocated insurance and utility capital (Schedule C, Part 2 line 20) *(see instructions)*	2a.	
2b. At tax rate 0.075%. Check the appropriate box: ___ Utility Corp. ___ Insurance Corp. *(multiply line 2a by 0.075%)*	2b.	
3a. Cooperative housing corporations *(see instructions)*	3a.	
3b. At tax rate 0.04% Enter Boro _____ Block _____ Lot _____ *(multiply line 3a, column B by 0.04%)*	3b.	
4. Tax on capital base *(add line 1b plus line 2b plus line 3b and subtract $10,000; if zero or less, enter 0 here and on Schedule A, line 2)*	4.	

SCHEDULE D - Computation of Investment Capital for the Current Year (see instructions)

	A Average fair market value as reported	B Liabilities attributable to column A amount		C Net average value (column A- column B)
1. Total capital that generates income claimed to not be apportionable to New York under the U.S. Constitution (from Form NYC-2.1, Sch. E, line 1) 1.			1.	
2. Total of stocks actually held for more than one year (from Form NYC-2.1, Schedule E, line 2) 2.			2.	
3. Total of stocks presumed held for more than one year (from Form NYC-2.1, Schedule E, line 3) 3.			3.	
4. Total investment capital for the current year (add Column C, lines 1, 2, and 3; enter the result here and on Schedule C, line 8; if zero or less, enter 0)			4.	

Addback to business capital of stock presumed and claimed as investment capital in previous year

	A Average fair market value as reported	B Liabilities attributable to column A amount		C Net average value (column A- column B)
5. Total of stocks previously presumed held for more than one yr., but did not meet the holding period (from Form NYC-2.1, Schedule F, line 1; enter here and on Schedule C, line 10) 5.			5.	

SCHEDULE E - Location of Places of Business Inside and Outside New York City

Part 1 - List location of, and rent paid or payable, if any, for each place of business INSIDE New York City, nature of activities at each location (manufacturing, sales office, executive office, public warehouse, contractor, converter, etc.), and number of employees, their wages, salaries and duties at each location.

Complete Address	Rent	Nature of Activities	Number of Employees	Wages, Salaries, Etc.	Duties
Total ▶					

Part 2 - List location of, and rent paid or payable, if any, for each place of business OUTSIDE New York City, nature of activities at each location (manufacturing, sales office, executive office, public warehouse, contractor, converter, etc.), and number of employees, their wages, salaries and duties at each location.

Complete Address	Rent	Nature of Activities	Number of Employees	Wages, Salaries, Etc.	Duties
Total ▶					

SCHEDULE F - Computation of Business Allocation Percentage

		COLUMN A - NEW YORK CITY		COLUMN B - EVERYWHERE
1a. Real estate owned	1a.		1a.	
1b. Real estate rented - multiply by 8 *(see instr.) (attach rider)*	1b.	194,800.	1b.	1,493,168.
1c. Inventories owned	1c.		1c.	
1d. Tangible personal property owned *(see instructions)*	1d.	0.	1d.	267,805.
1e. Tangible personal property rented - multiply by 8 *(see instr., attach rider)*	1e.		1e.	
1f. Total	1f.	194,800.	1f.	1,760,973.
1g. Percentage in New York City (divide line 1f, column A by line 1f, column B)			1g.	11.0621%
1h. Multiply line 1g by 3.5			1h.	38.7174
2a. Receipts (from Form NYC-2.5, line 54)	2a.	4,137,300.	2a.	14,053,955.
2b. Percentage in New York City (divide line 2a, column A by line 2a, column B)			2b.	29.4387%
2c. Multiply line 2b by 93			2c.	2737.7991
3a. Wages, salaries and other compensation of employees, except general executive officers *(see instructions)*	3a.	242,588.		2,585,969.
3b. Percentage in New York City (divide line 3a, column A by line 3a, column B)			3b.	9.3809%
3c. Multiply line 3b by 3.5			3c.	32.8332
Weighted Factor Allocation 4. Add lines 1h, 2c and 3c			4.	2809.3496
Business Allocation Percentage 5. Divide line 4 by 100 if no factors are missing. If a factor is missing, divide line 4 by the total of the weights of the factors present. Enter as percentage. Round to the nearest one hundredth of a percentage point. This is your business allocation percentage			5.	28.09%

Form NYC-2 - 2017 NAME: ZUMOBI, INC. EIN: 38-3740014 Page 6

SCHEDULE G - Additional required Information

1. List all significant business activities in NYC and everywhere (see instructions; attach list) CELL PHONE SOFTWARE
2. Enter your Secondary Business code (see instructions) _____
3. Trade name of reporting corporation, if different from name entered on page 1 _____
4. Is this corporation included in a consolidated federal return? ... ___ Yes X No
   If "Yes", give parent's name _____ EIN: _____
5. Is this corporation a member of a controlled group of corporations as defined in IRC section 1563, disregarding any exclusion by reason of paragraph (b)(2) of that section? ... ___ Yes X No
   If "YES", give common parent corporation's name _____ EIN: _____
6. Has the Internal Revenue Service or the New York State Department of Taxation and Finance corrected any taxable income or other tax base reported in a prior year, or are you currently under audit? ... ___ Yes X No
   If "YES", by whom?
   ___ Internal Revenue Service State period(s): Beg.: _____ (MMDDYY) End: _____ (MMDDYY)
   ___ New York State Department of Taxation and Finance State period(s): Beg.: _____ (MMDDYY) End: _____ (MMDDYY)
7. If "YES" to question 6, has Form(s) NYC-3360 (Report of Federal/State Change in Tax Base) been filed? Only applicable for years prior to 1/1/15. For years beginning on or after 1/1/15, file an amended return. (see instructions) ... ___ Yes ___ No
8. Did this corporation make any payments treated as interest in the computation of business income to shareholders owning directly or indirectly, individually or in the aggregate, more than 50% of the corporation's issued and outstanding capital stock? If "YES", please attach a schedule giving Shareholder's name, SSN/EIN. Interest paid to shareholder. Total indebtedness to shareholder and Total interest paid ... ___ Yes X No
9. Was this corporation a member of a partnership or joint venture during the tax year? ... ___ Yes X No
   If "YES", attach schedule listing name(s) and Employer Identification Number(s).
10. At any time during the taxable year, did the corporation have an interest in real property (including a leasehold interest) located in NYC or a controlling interest in an entity owning such real property? ... ___ Yes X No
11a. If "YES" to question 10, attach a schedule of such property, indicating the nature of the interest and including the street address, borough, block and lot number.
11b. Was any NYC real property (including a leasehold interest) or controlling interest in an entity owning NYC real property acquired or transferred with or without consideration? ... ___ Yes ___ No
11c. Was there a partial or complete liquidation of the corporation? ... ___ Yes ___ No
11d. Was 50% or more of the corporation's ownership transferred during the tax year, over a three-year period or according to a plan? ... ___ Yes ___ No
12. If "YES" to questions 11b, 11c or 11d, was a Real Property Transfer Tax Return (Form NYC-RPT) filed? ... ___ Yes ___ No
13. If "NO" to question 12, explain: _____
14. Does this taxpayer pay rent greater than $200,000 for any premises in NYC in the borough of Manhattan south of 96th Street for the purpose of carrying on any trade, business, profession, vocation or commercial activity? ... ___ Yes X No
15. If "YES" to question 14, were all required Commercial Rent Tax Returns filed? ... ___ Yes ___ No
    Please enter Employer Identification Number which was used on the Commercial Rent Tax Return: _____
16. Are you claiming an exception to the related member expense addback under Administrative Code section 11-652(8)(n)(2)(ii)? ... ___ Yes X No
    If yes, enter applicable exception and amount of royalty payments. _____ (EXCEPTION) _____ (AMOUNT)
17. If you filed federal Form 1120F, did you have Effectively Connected Income (ECI)? ... ___ Yes X No
18. Did this corporation carry out any commercial banking business (as defined by Section 11-640(b) of the Ad. Code) during this filing period? ___ Yes X No
19. Did you include a disregarded entity in this return? If YES, attach a schedule giving the legal name and EIN of each disregarded entity included ... ___ Yes X No

Form NYC-2 - 2017 NAME: ZUMOBI, INC. EIN: 38-3740014 Page 7

SCHEDULE H - DETERMINATION OF TAX RATE

A. Enter the tax rate computed or used below (see instructions)	A.	6.5000
B. Enter the line number of the tax rate computed or used below	B.	1
Ca. Enter your unallocated business income from Schedule B, line 30 (see instructions)	Ca.	-2,562,153.
Cb. If the amount on line Ca is not correct, enter correct amount here and explain in rider (see instructions)	Cb.	
D. Enter your allocated business income from Schedule B, line 32a or 32b if used	D.	-719,709.

E. If you are a Qualified Manufacturing Corporation mark an **X** in the box (see instructions) ..... E. ___

TAX RATE COMPUTATION FOR BUSINESS CORPORATIONS NOT SPECIFIED BELOW (see instructions)

1. If unallocated business income (Schedule B, line 30) is less than $2M and allocated business income (Schedule B, line 32a or 32b if used) is less than $1M	6.50%
2. If unallocated business income (Schedule B, line 30) is equal to or greater than $3M (regardless of the amount of allocated business income)	8.85%
3. If allocated business income (Schedule B, line 32a or 32b if used) is equal to or greater than $1.5M (regardless of the amount of unallocated business income)	8.85%
4. If unallocated business income (Schedule B, line 30) is equal to or greater than $2M but less than $3M and allocated business income (Schedule B, line 32a or 32b if used) is less than $1M, use unallocated formula	$6.50 + (2.35\% \times \frac{\text{line 30 - 2,000,000}}{1,000,000}) =$ ____ %
5. If unallocated business income (Schedule B, line 30) is less than $2M and allocated business income (Schedule B, line 32a or 32b if used) is equal to or greater than $1M but less than $1.5M, use allocated formula	$6.50 + (2.35\% \times \frac{\text{line 32a or 32b-1,000,000}}{500,000}) =$ ____ %
6. If unallocated business income (Schedule B, line 30) is equal to or greater than $2M but less than $3M and allocated business income (Schedule B, line 32a or 32b if used) is equal to or greater than $1M but less than $1.5M, compute tax rates using both formulas. Use the greater of the two computed tax rates.	$6.50 + (2.35\% \times \frac{\text{line 30 - 2,000,000}}{1,000,000}) =$ ____ % $6.50 + (2.35\% \times \frac{\text{line 32a or 32b-1,000,000}}{500,000}) =$ ____ % **Enter the greater of the two computed tax rates:** ____ %

TAX RATE COMPUTATION FOR QUALIFIED MANUFACTURING CORPORATIONS (see instructions)

7. If unallocated business income (Schedule B, line 30) is less than $20M and allocated business income (Schedule B, line 32a or 32b if used) is less than $10M	4.425%
8. If unallocated business income (Schedule B, line 30) is equal to or greater than $40M (regardless of the amount of allocated business income)	8.85%
9. If allocated business income (Schedule B, line 32a or 32b if used) is equal to or greater than $20M (regardless of the amount of unallocated business income)	8.85%
10. If unallocated business income (Schedule B, line 30) is equal to or greater than $20M but less than $40M and allocated business income (Schedule B, line 32a or 32b if used) is less than $10M, use unallocated formula	$4.425 + (4.425\% \times \frac{\text{line 30 - 20,000,000}}{20,000,000}) =$ ____ %
11. If unallocated business income (Schedule B, line 30) is less than $20M and allocated business income (Schedule B, line 32a or 32b if used) is equal to or greater than $10M but less than $20M, use allocated formula	$4.425 + (4.425\% \times \frac{\text{line 32a or 32b-10,000,000}}{10,000,000}) =$ ____ %
12. If unallocated business income (Schedule B, line 30) is equal to or greater than $20M but less than $40M and allocated business income (Schedule B, line 32a or 32b if used) is equal to or greater than $10M but less than $20M, compute tax rates using both formulas. Use the greater of the two computed tax rates	$4.425 + (4.425\% \times \frac{\text{line 30 - 20,000,000}}{20,000,000}) =$ ____ % $4.425 + (4.425\% \times \frac{\text{line 32a or 32b-10,000,000}}{10,000,000}) =$ ____ % **Enter the greater of the two computed tax rates:** ____ %

TAX RATE COMPUTATION FOR CERTAIN FINANCIAL CORPORATIONS (See instructions)

13. Financial Corporations as defined in Administrative Code Section 11-654(1)(e)(1)(i) ..... 13.	9.00%

COMPOSITION OF PREPAYMENTS SCHEDULE

PREPAYMENTS CLAIMED ON SCHEDULE A, LINE 13	DATE	AMOUNT
A. Mandatory First Installment		
B. Payment with Declaration, Form NYC-400		
C. Payment with Notice of Estimated Tax Due		
D. Payment with Notice of Estimated Tax Due		
E. Payment with extension, Form NYC-EXT		
F. Overpayment from preceding year credited to this year		2,063.
G. **TOTAL** of A through F (enter on Schedule A, line 13)		2,063.

CERTIFICATION OF AN ELECTED OFFICER OF THE CORPORATION

I hereby certify that this return, including any accompanying rider, is,to the best of my knowledge and belief, true, correct and complete. I authorize the Dept. of Finance to discuss this return with the preparer listed below. (see instructions) ..... YES X

Firm's Email Address: KARINA.STADE

SIGN HERE — Signature of officer | Title VP, FINANCE | Date | Preparer's Social Security Number or PTIN P00363599

PREPARER'S USE ONLY — Preparer's signature | Preparer's printed name KARINA B. STADELMA | Check if self-employed ✔ | Date 10-12-18

MOSS ADAMS LLP (▲ Firm's name (or yours, if self-employed)) | 999 THIRD AVENUE, SUITE 2800, SEATTLE, WA 98104 (▲ Address ▲ Zip Code) | Firm's Employer Identification No. 91-0189318

MAILING INSTRUCTIONS

Attach copy of all pages of your federal tax return or pro forma federal tax return. The due date for the calendar year 2017 return is on or before April 17, 2018. For fiscal years beginning in 2017, file on or before the 15th day of the 4th month following the close of the fiscal year.

ALL RETURNS EXCEPT REFUND RETURNS
NYC DEPARTMENT OF FINANCE
BUSINESS CORPORATION TAX
PO BOX 5564
BINGHAMTON, NY 13902-5564

REMITTANCES
PAY ONLINE WITH FORM NYC-200V AT NYC.GOV/ESERVICES
OR
Mail Payment and Form NYC-200V ONLY to:
NYC DEPARTMENT OF FINANCE
P.O. BOX 3933
NEW YORK, NY 10008-3933

RETURNS CLAIMING REFUNDS
NYC DEPARTMENT OF FINANCE
BUSINESS CORPORATION TAX
PO BOX 5563
BINGHAMTON, NY 13902-5563

NYC-2.4
Department of Finance

NET OPERATING LOSS DEDUCTION (NOLD)

You MUST attach this form to Form NYC-2 or NYC-2A each tax year

For Calendar Year 2017 or Fiscal Year Beginning _____ , and ending _____

Name as shown on NYC-2 or NYC-2A:	Employer Identification Number
ZUMOBI, INC.	38-3740014

A. Were there any special federal Net Operating Loss elections? ... ___ Yes X No

B. NYC-2A filers: Have there been any changes in the composition of the group of corporations included in this Combined Business Corporation Tax Return from the prior tax period? If "YES," please complete page 2. (See instructions) ... ___ Yes ___ No

C. Are you making an election to waive the carryback period for NOLs generated in the current tax period? ... ___ Yes X No

SCHEDULE A - COMPUTATION OF CURRENT NYC NET OPERATING LOSS DEDUCTION (NOLD)

1.	Multiply Form NYC-2 or NYC-2A, Schedule B, line 34 by your appropriate business income base tax rate for the current year from Schedule H, Determination of Tax Rate in form NYC-2 or NYC-2A (see instructions)	1.		0.
2.	Enter the greater of the capital base tax or the fixed dollar minimum tax for the current tax year (from Form NYC-2 or NYC-2A, Schedule A, line 2 or 3)	2.		1,500.
3.	Subtract line 2 from line 1. If less than zero, enter "0" (see instructions)	3.		0.
4.	Maximum amount of the NOLD to be deducted in the current tax year (divide line 3 by the same business income base tax rate used for line 1)	4.		0.
5a.	NOLs incurred on or after January 1, 2015 and before current year, which have not been previously used	5a.		
5b.	NOL incurred in the current year	5b.	719,709.	
5c.	Carryback of NOL from a subsequent year	5c.		
	If you have an entry on line 5c, list the year(s) from which the NOLs are being carried back _____			
5d.	Add lines 5a through 5c	5d.	719,709.	
5e.	NOLs expired before current year	5e.		
5f.	Total NOLs available in this period (subtract line 5e from line 5d) STMT 1	5f.		719,709.
6.	NOLD to be used in the current tax year. (Enter the lesser of line 4 or line 5f. Enter here and on Form NYC-2 or NYC-2A, Schedule B, line 35)	6.		0.
7.	Unused NOLD (subtract line 6 from line 5f, do not enter less than zero)	7.		719,709.

SCHEDULE B - NYC NET OPERATING LOSS DEDUCTION SCHEDULE (NOLD)

APPLICABLE YEAR	COLUMN A Tax Year	COLUMN B Amount from NYC-2A or NYC-2, Sch. B, line 34	COLUMN C NYC Net Operating Loss Generalized	COLUMN D NYC Net Operating Loss Utilized	COLUMN E NYC Net Operating Loss Expired	COLUMN F NYC Net Operating Loss Remaining
1. 2nd preceding yr.	2015					
2. 1st preceding yr.	2016					
3. Current year	2017	-719,709.	-719,709.			719,709.

SCHEDULE C - FORM NYC-2A FILERS ONLY: ENTITIES NOT INCLUDED IN PRIOR COMBINED RETURN

Are any entities included in the Combined Business Corporation Tax Return that were not included in the return for the prior period? ..... ___ YES ___ NO

Complete this schedule for each corporation included in the Combined Business Corporation Tax Return that was not included in the Combined Business Corporation Tax Return for the prior tax period.

A Name of corporation	B Employer Identification Number	C NOL available at the beginning of this tax period	D Beginning date of this tax period (mm-dd-yy)	E Ending Date of this tax period (mm-dd-yy)	F Reason(s) INCLUDED in combined business corporation tax return

If additional space is required, please use this format on a separate sheet and attach to this page.

SCHEDULE D - FORM NYC-2A FILERS ONLY: ENTITIES NOT INCLUDED IN CURRENT COMBINED RETURN

Are any entities excluded from the Combined Business Corporation Tax Return that were included in the return for the prior period? ..... ___ YES ___ NO

Complete this schedule for each corporation excluded from the Combined Business Corporation Tax Return that was included in the Combined Business Corporation Tax Return for the prior tax period.

A Name of corporation	B Employer Identification Number	C NOL available at the beginning of this tax period	D Beginning date of this tax period (mm-dd-yy)	E Ending Date of this tax period (mm-dd-yy)	F Reason(s) EXCLUDED from combined business corporation tax return

If additional space is required, please use this format on a separate sheet and attach to this page.

NYC-2.5
Department of Finance

COMPUTATION OF RECEIPTS FACTOR

You MUST attach this form to Form NYC-2 if you have ANY entries on Form NYC-2, Schedule F, line 2a

Name as shown on NYC-2	Employer Identification Number
ZUMOBI, INC.	38-3740014

		COLUMN A - NEW YORK CITY	COLUMN B - EVERYWHERE
Section 11-654.2(2)			
1. Sales of tangible personal property	1.	4,137,300.	14,053,955.
2. Sales of electricity	2.		
3. Net gains from sales of real property	3.		
Section 11-654.2(3)			
4. Rentals of real and tangible personal property	4.		
5. Royalties from patents, copyrights, trademarks, and similar intangible personal property	5.		
6. Sales of rights for certain closed-circuit and cable TV transmissions of an event	6.		
Section 11-654.2(4)			
7. Sales, licensing, or granting access to digital products	7.		
Section 11-654.2(5)(a)(1) Fixed percentage method for qualified financial instruments (QFIs)			
8. To make this irrevocable election, check Yes; otherwise, check No.		___ Yes	X No
Section 11-654.2(5)(a)(2) Mark an X in each box that is applicable (see line 8 instructions)			
Section 11-654.2(5)(a)(2)(i)			
9. Interest from loans secured by real property	9.		
10. Net gains from sales of loans secured by real property	10.		
11. Interest from loans **not** secured by real property (QFI ___)	11.		
12. Net gains from sales of loans **not** secured by real property (QFI ___)	12.		
Section 11-654.2(5)(a)(2)(ii) (QFI ___)			
13. Interest from federal debt	13.		
14. This line intentionally omitted	14.		
15. Interest from debt of NYS or its political subdivisions, including NYC	15.		
16. Net gains from federal debt and debt of NYS or its political subdivisions, including NYC	16.		
17. Interest from debt of other states or their political subdivisions	17.		
18. Net gains from debt of other states or their political subdivisions	18.		
Section 11-654.2(5)(a)(2)(iii) (QFI ___)			
19. Interest from asset-backed securities and other government agency debt	19.		
20. Net gains from government agency debt or asset-backed securities sold through an exchange	20.		
21. Net gains from all other asset-backed securities	21.		
Section 11-654.2(5)(a)(2)(iv) (QFI ___)			
22. Interest from corporate bonds	22.		
23. Net gains from corporate bonds sold through broker/dealer or licensed exchange	23.		
24. Net gains from other corporate bonds	24.		
Section 11-654.2(5)(a)(2)(v)			
25. Net interest from reverse repurchase or securities borrowing agreements	25.		
Section 11-654.2(5)(a)(2)(vi)			
26. Net interest from federal funds	26.		
Section 11-654.2(5)(a)(2)(ix) (QFI ___)			
27. Net income from sales of physical commodities	27.		
Section 11-654.2(5)(a)(2)(x) (QFI ___)			
28. Marked to market net gains	28.		
Section 11-654.2(5)(a)(2)(viii) (QFI ___) **11-654.2(5)(a)(2)(vii)** (QFI ___)			
29. Interest from other financial instruments	29.		
30. Net gains and other income from other financial instruments	30.		

		COLUMN A - NEW YORK CITY		COLUMN B - EVERYWHERE	
Section 11-654.2(5)(b)					
31. Brokerage commissions	31.		31.		
32. Margin interest earned on behalf of brokerage accounts	32.		32.		
33. Fees for advisory services for underwriting or management of underwriting	33.		33.		
34. Receipts from primary spread of selling concessions	34.		34.		
35. Receipts from account maintenance fees	35.		35.		
36. Fees for management or advisory services	36.		36.		
37. Interest from an affiliated corporation	37.		37.		
Section 11-654.2(5)(c)					
38. Interest, fees, and penalties from credit cards	38.		38.		
39. Service charges and fees from credit cards	39.		39.		
40. Receipts from merchant discounts	40.		40.		
41. Receipts from credit card authorizations and settlement processing	41.		41.		
42. Other credit card processing receipts	42.		42.		
Section 11-654.2(5)(d)					
43. Receipts from certain services to investment companies	43.		43.		
Section 11-654.2(6)					
44. Receipts from railroad and trucking business	44.		44.		
Section 11-654.2(12)					
45. Receipts from operation of vessels	45.		45.		
Section 11-654.2(7)					
46. Receipts from air freight forwarding	46.		46.		
47. Receipts from other aviation services	47.		47.		
Section 11-654.2(8)					
48. Advertising in newspapers or periodicals	48.		48.		
49. Advertising on television or radio	49.		49.		
50. Advertising via other means	50.		50.		
Section 11-654.2(9)					
51. Transportation or transmission of gas through pipes	51.		51.		
Section 11-654.2(10)					
52. Receipts from other services/activities not specified	52.		52.		
Section 11-654.2(11)					
53. Discretionary adjustments	53.		53.		
Total receipts					
54. Total of columns A and B, pages 1 and 2, lines 1 through 53. Enter here and on NYC-2, Schedule F, line 2a, column A and line 2a, column B	54.	4,137,300.	54.	14,053,955.	

ZUMOBI, INC. 38-3740014

NYC NET OPERATING LOSS INCURRED AFTER 2014 STATEMENT 1

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/17	719,709.	0.	719,709.	719,709.
TOTAL NOLD AFTER 2014 - FORM NYC-2.4, LINE 5			719,709.	719,709.
NOLD USED THIS YEAR - FORM NYC-2.4, LINE 6			0.	
NOLD CARRIED FORWARD - FORM NYC-2.4, LINE 7			719,709.	

Form **1120**

Department of the Treasury
Internal Revenue Service

U.S. Corporation Income Tax Return

For calendar year 2017 or tax year

beginning _____, ending _____

EXTENSION GRANTED TO 10/15/18

▶ Go to www.irs.gov/Form1120 for instructions and the latest information.

OMB No. 1545-0123

2017

A Check if:
1a Consolidated return (attach Form 851) ☐
b Life/nonlife consolidated return ☐
2 Personal holding co. (attach Sch. PH) ☐
3 Personal service corp. (see instructions) ☐
4 Schedule M-3 attached ☐

TYPE OR PRINT

Name: ZUMOBI, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.: 1525 4TH AVENUE, SUITE 800

City or town, state, or province, country, and ZIP or foreign postal code: SEATTLE, WA 98101

B Employer identification number: 38-3740014

C Date incorporated: 08/15/2006

D Total assets (see instructions): $ 4,495,929.

E Check if: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

Income	1a	Gross receipts or sales	1a 10,042,048.	
	b	Returns and allowances	1b	
	c	Balance. Subtract line 1b from line 1a		1c 10,042,048.
	2	Cost of goods sold (attach Form 1125-A)		2 6,881,875.
	3	Gross profit. Subtract line 2 from line 1c		3 3,160,173.
	4	Dividends (Schedule C, line 19)		4
	5	Interest		5
	6	Gross rents		6
	7	Gross royalties		7
	8	Capital gain net income (attach Schedule D (Form 1120))		8
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)		9
	10	Other income (attach statement) SEE STATEMENT 1		10 113,446.
	11	**Total income.** Add lines 3 through 10 ▶		11 3,273,619.
Deductions (See instructions for limitations on deductions.)	12	Compensation of officers (attach Form 1125-E) ▶		12 389,021.
	13	Salaries and wages (less employment credits)		13 2,603,795.
	14	Repairs and maintenance		14
	15	Bad debts		15 1,083,264.
	16	Rents		16 186,646.
	17	Taxes and licenses SEE STATEMENT 2		17 241,916.
	18	Interest		18 239,651.
	19	Charitable contributions		19
	20	Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		20 22,197.
	21	Depletion		21
	22	Advertising		22 32,363.
	23	Pension, profit-sharing, etc., plans		23
	24	Employee benefit programs		24 184,871.
	25	Domestic production activities deduction (attach Form 8903)		25
	26	Other deductions (attach statement) SEE STATEMENT 3		26 852,048.
	27	**Total deductions.** Add lines 12 through 26 ▶		27 5,835,772.
	28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11		28 -2,562,153.
	29a	Net operating loss deduction (see instructions)	29a	
	b	Special deductions (Schedule C, line 20)	29b	
	c	Add lines 29a and 29b		29c
Tax, Refundable Credits, and Payments	30	**Taxable income.** Subtract line 29c from line 28. See instructions		30 -2,562,153.
	31	Total tax (Schedule J, Part I, line 11)		31 0.
	32	Total payments and refundable credits (Schedule J, Part II, line 21)		32
	33	Estimated tax penalty. See instructions. Check if Form 2220 is attached ▶ ☐		33
	34	**Amount owed.** If line 32 is smaller than the total of lines 31 and 33, enter amount owed		34 0.
	35	**Overpayment.** If line 32 is larger than the total of lines 31 and 33, enter amount overpaid		35
	36	Enter amount from line 35 you want: **Credited to 2018 estimated tax** ▶ Refunded ▶		36

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer _____ Date _____ ▶ VP, FINANCE Title

May the IRS discuss this return with the preparer shown below? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
KARINA B. STADELMAN	KARINA B. STADELMA	10/12/18	☐	P00363599

Firm's name ▶ MOSS ADAMS LLP — Firm's EIN ▶ 91-0189318

Firm's address ▶ 999 THIRD AVENUE, SUITE 2800, SEATTLE, WA 98104 — Phone no. 206-302-6500

711601 01-23-18 JWA **For Paperwork Reduction Act Notice, see separate instructions.** Form 1120 (2017)

Schedule C Dividends and Special Deductions (see instructions)

		(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2	Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3	Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4	Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5	Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6	Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7	Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8	Dividends from wholly owned foreign subsidiaries		100	
9	**Total.** Add lines 1 through 8			
10	Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11	Dividends from affiliated group members		100	
12	Dividends from certain FSCs		100	
13	Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, or 12			
14	Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15	Foreign dividend gross-up			
16	IC -DISC and former DISC dividends not included on line 1, 2, or 3			
17	Other dividends			
18	Deduction for dividends paid on certain preferred stock of public utilities			
19	**Total dividends.** Add lines 1 through 17. Enter here and on page 1, line 4 ▶			
20	**Total special deductions.** Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b ▶			

Schedule J Tax Computation and Payment (see instructions)

Part I - Tax Computation

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)) ▶ ☐				
2	Income tax. Check if a qualified personal service corporation. See instructions ▶ ☐			2	0.
3	Alternative minimum tax (attach Form 4626)			3	
4	Add lines 2 and 3			4	0.
5a	Foreign tax credit (attach Form 1118)	5a			
b	Credit from Form 8834 (see instructions)	5b			
c	General business credit (attach Form 3800)	5c			
d	Credit for prior year minimum tax (attach Form 8827)	5d			
e	Bond credits from Form 8912	5e			
6	**Total credits.** Add lines 5a through 5e			6	
7	Subtract line 6 from line 4			7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))			8	
9a	Recapture of investment credit (attach Form 4255)	9a			
b	Recapture of low-income housing credit (attach Form 8611)	9b			
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c			
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d			
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e			
f	Other (see instructions - attach statement)	9f			
10	**Total.** Add lines 9a through 9f			10	
11	**Total tax.** Add lines 7, 8, and 10. Enter here and on page 1, line 31			11	0.

Part II - Payments and Refundable Credits

12	2016 overpayment credited to 2017			12	
13	2017 estimated tax payments			13	
14	2017 refund applied for on Form 4466			14	( )
15	Combine lines 12, 13, and 14			15	
16	Tax deposited with Form 7004			16	
17	Withholding (see instructions)			17	
18	**Total payments.** Add lines 15, 16, and 17			18	
19	Refundable credits from:				
a	Form 2439	19a			
b	Form 4136	19b			
c	Form 8827, line 8c	19c			
d	Other (attach statement - see instructions)	19d			
20	**Total credits.** Add lines 19a through 19d			20	
21	**Total payments and credits.** Add lines 18 and 20. Enter here and on page 1, line 32			21	

Schedule K Other Information (see instructions)

		Yes	No
1	Check accounting method: a ☐ Cash b ☒ Accrual c ☐ Other (specify) ▶		
2	See the instructions and enter the:		
a	Business activity code no. ▶ 517000		
b	Business activity ▶ CELL PHONE SOFTWARE		
c	Product or service ▶ CELL PHONE SOFTWARE		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?		X
	If "Yes," enter name and EIN of the parent corporation ▶		
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)	X	
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)		X

Schedule K Other Information (continued from page 3)

		Yes	No
5	At the end of the tax year, did the corporation:		
a	Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on **Form 851**, Affiliations Schedule? For rules of constructive ownership, see instructions		X

If "Yes," complete (i) through (iv) below.

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

b	Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions		X

If "Yes," complete (i) through (iv) below.

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6	During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316		X
	If "Yes," file **Form 5452**, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		
7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock?		X
	For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶ _____ and (b) Owner's country ▶ _____		
	(c) The corporation may have to file **Form 5472**, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶ _____		
8	Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ ☐ If checked, the corporation may have to file **Form 8281**, Information Return for Publicly Offered Original Issue Discount Instruments.		
9	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $ _____		
10	Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶ 27		
11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ▶ ☐ If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.		
12	Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ▶ $ _____		
13	Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than $250,000? If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ▶ $ _____		X
14	Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions If "Yes," complete and attach Schedule UTP.		X
15a	Did the corporation make any payments in 2017 that would require it to file Form(s) 1099?	X	
b	If "Yes," did or will the corporation file required Forms 1099?	X	
16	During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?		X
17	During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18	Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than $1 million?		X
19	During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
1 Cash		209,023.		392,684.
2a Trade notes and accounts receivable	3,026,122.		4,022,577.	
b Less allowance for bad debts	(231,156.)	2,794,966.	(19,351.)	4,003,226.
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (att. stmt.) STMT 4		126,013.		96,485.
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (att. stmt.)				
10a Buildings and other depreciable assets	271,094.		264,516.	
b Less accumulated depreciation	(254,037.)	17,057.	(260,982.)	3,534.
11a Depletable assets				
b Less accumulated depletion	( )		( )	
12 Land (net of any amortization)				
13a Intangible assets (amortizable only)				
b Less accumulated amortization	( )		( )	
14 Other assets (att. stmt.)				
15 Total assets		3,147,059.		4,495,929.
Liabilities and Shareholders' Equity				
16 Accounts payable		328,301.		1,756,000.
17 Mortgages, notes, bonds payable in less than 1 year		3,600,000.		7,695,307.
18 Other current liabilities (att. stmt.) STMT 5		2,805,262.		3,361,672.
19 Loans from shareholders				
20 Mortgages, notes, bonds payable in 1 year or more		2,000,000.		372,549.
21 Other liabilities (att. stmt.) STMT 6		117,495.		100,314.
22 Capital stock: a Preferred stock	39,714,668.		39,714,668.	
b Common stock	930.	39,715,598.	930.	39,715,598.
23 Additional paid-in capital		591,506.		629,107.
24 Retained earnings - Appropriated (attach statement)				
25 Retained earnings - Unappropriated		-46,011,103.		-49,134,618.
26 Adjustments to shareholders' equity (attach statement)				
27 Less cost of treasury stock		( )		( )
28 Total liabilities and shareholders' equity		3,147,059.		4,495,929.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-3,123,515.	7 Income recorded on books this year not included on this return (itemize): Tax-exempt interest $	
2 Federal income tax per books			
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize): SEE STATEMENT 7	280,936.	8 Deductions on this return not charged against book income this year (itemize): a Depreciation $ 15,252.	
5 Expenses recorded on books this year not deducted on this return (itemize): a Depreciation $		b Charitable contributions $	
b Charitable contributions $		STMT 9	229,623.
c Travel and entertainment $ 22,028.			244,875.
STMT 8 503,273.	525,301.	9 Add lines 7 and 8	244,875.
6 Add lines 1 through 5	-2,317,278.	10 Income (page 1, line 28) - line 6 less line 9	-2,562,153.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year	-46,011,103.	5 Distributions: a Cash	
2 Net income (loss) per books	-3,123,515.	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
		7 Add lines 5 and 6	
4 Add lines 1, 2, and 3	-49,134,618.	8 Balance at end of year (line 4 less line 7)	-49,134,618.

Form **4626**
Department of the Treasury
Internal Revenue Service

Alternative Minimum Tax - Corporations

▶ Attach to the corporation's tax return.
▶ Go to www.irs.gov/Form4626 for instructions and the latest information.

OMB No. 1545-0123

2017

Name: ZUMOBI, INC.

Employer identification number: 38-3740014

Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e).

1	Taxable income or (loss) before net operating loss deduction			1	-2,562,153.
2	**Adjustments and preferences:**				
a	Depreciation of post-1986 property			2a	683.
b	Amortization of certified pollution control facilities			2b	
c	Amortization of mining exploration and development costs			2c	
d	Amortization of circulation expenditures (personal holding companies only)			2d	
e	Adjusted gain or loss			2e	
f	Long-term contracts			2f	
g	Merchant marine capital construction funds			2g	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)			2h	
i	Tax shelter farm activities (personal service corporations only)			2i	
j	Passive activities (closely held corporations and personal service corporations only)			2j	
k	Loss limitations			2k	
l	Depletion			2l	
m	Tax-exempt interest income from specified private activity bonds			2m	
n	Intangible drilling costs			2n	
o	Other adjustments and preferences			2o	
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o			3	-2,561,470.
4	**Adjusted current earnings (ACE) adjustment:**				
a	ACE from line 10 of the ACE worksheet in the instructions	4a	-2,561,470.		
b	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount. See instructions	4b	0.		
c	Multiply line 4b by 75% (0.75). Enter the result as a positive amount	4c			
d	Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments. See instructions. **Note:** You **must** enter an amount on line 4d (even if line 4b is positive)	4d			
e	ACE adjustment. • If line 4b is zero or more, enter the amount from line 4c • If line 4b is less than zero, enter the **smaller** of line 4c or line 4d as a negative amount			4e	0.
5	Combine lines 3 and 4e. If zero or less, stop here; the corporation does not owe any AMT			5	-2,561,470.
6	Alternative tax net operating loss deduction. See instructions			6	
7	**Alternative minimum taxable income.** Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions			7	
8	**Exemption phase-out** (if line 7 is $310,000 or more, skip lines 8a and 8b and enter -0- on line 8c):				
a	Subtract $150,000 from line 7. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0-	8a			
b	Multiply line 8a by 25% (0.25)	8b			
c	Exemption. Subtract line 8b from $40,000. If completing this line for a member of a controlled group, see instructions. If zero or less, enter -0-			8c	
9	Subtract line 8c from line 7. If zero or less, enter -0-			9	
10	Multiply line 9 by 20% (0.20)			10	
11	Alternative minimum tax foreign tax credit (AMTFTC). See instructions			11	
12	Tentative minimum tax. Subtract line 11 from line 10			12	
13	Regular tax liability before applying all credits except the foreign tax credit			13	
14	**Alternative minimum tax.** Subtract line 13 from line 12. If zero or less, enter -0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return			14	

ZUMOBI, INC. 38-3740014

Adjusted Current Earnings (ACE) Worksheet

▶ See ACE Worksheet Instructions.

1	Pre-adjustment AMTI. Enter the amount from line 3 of Form 4626				1	-2,561,470.
2	ACE depreciation adjustment:					
a	AMT depreciation			2a 21,514.		
b	ACE depreciation:					
	(1) Post-1993 property	2b(1)	21,514.			
	(2) Post-1989, pre-1994 property	2b(2)				
	(3) Pre-1990 MACRS property	2b(3)				
	(4) Pre-1990 original ACRS property	2b(4)				
	(5) Property described in sections 168(f)(1) through (4)	2b(5)				
	(6) Other property	2b(6)				
	(7) Total ACE depreciation. Add lines 2b(1) through 2b(6)			2b(7) 21,514.		
c	ACE depreciation adjustment. Subtract line 2b(7) from line 2a				2c	
3	Inclusion in ACE of items included in earnings and profits (E&P):					
a	Tax-exempt interest income			3a		
b	Death benefits from life insurance contracts			3b		
c	All other distributions from life insurance contracts (including surrenders)			3c		
d	Inside buildup of undistributed income in life insurance contracts			3d		
e	Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list)			3e		
f	Total increase to ACE from inclusion in ACE of items included in E&P. Add lines 3a through 3e				3f	
4	Disallowance of items not deductible from E&P:					
a	Certain dividends received			4a		
b	Dividends paid on certain preferred stock of public utilities that are deductible under section 247 (as affected by P.L. 113-295, Div. A, section 221(a)(41)(A), Dec. 19, 2014, 128 Stat. 4043)			4b		
c	Dividends paid to an ESOP that are deductible under section 404(k)			4c		
d	Nonpatronage dividends that are paid and deductible under section 1382(c)			4d		
e	Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list)			4e		
f	Total increase to ACE because of disallowance of items not deductible from E&P. Add lines 4a through 4e				4f	
5	Other adjustments based on rules for figuring E&P:					
a	Intangible drilling costs			5a		
b	Circulation expenditures			5b		
c	Organizational expenditures			5c		
d	LIFO inventory adjustments			5d		
e	Installment sales			5e		
f	Total other E&P adjustments. Combine lines 5a through 5e				5f	
6	Disallowance of loss on exchange of debt pools				6	
7	Acquisition expenses of life insurance companies for qualified foreign contracts				7	
8	Depletion				8	
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property				9	
10	**Adjusted current earnings.** Combine lines 1, 2c, 3f, 4f, and 5f through 9. Enter the result here and on line 4a of Form 4626				10	-2,561,470.

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Form **1125-A**

(Rev. October 2016)

Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

▶ Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.

▶ Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.

OMB No. 1545-0123

Name

ZUMOBI, INC.

Employer Identification number

38-3740014

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule) SEE STATEMENT 10	5	6,881,875.
6	**Total.** Add lines 1 through 5	6	6,881,875.
7	Inventory at end of year	7	
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	6,881,875.

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO — 9d

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No

If "Yes," attach explanation.

SCHEDULE G (Form 1120)
(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

Information on Certain Persons Owning the Corporation's Voting Stock

▶ Attach to Form 1120.

OMB No. 1545-0123

Name: ZUMOBI, INC.

Employer identification number (EIN): 38-3740014

Part I Certain Entities Owning the Corporation's Voting Stock. (Form 1120, Schedule K, Question 4a). Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Percentage Owned in Voting Stock
OAK INVESTMENT PARTNERS XII, LP	20-4960838	PARTNERSHIP	UNITED STATES	76.30%

Part II Certain Individuals and Estates Owning the Corporation's Voting Stock. (Form 1120, Schedule K, Question 4b). Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock

Form **1125-E**
(Rev. October 2016)
Department of the Treasury
Internal Revenue Service

Compensation of Officers

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.
▶ Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.

OMB No. 1545-0123

Name: ZUMOBI, INC.

Employer identification number: 38-3740014

Note: Complete Form 1125-E only if total receipts are $500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business	Percent of stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	
1 KEN WILLNER	536-46-9971	100%	.00%	.00%	270,001.
LARA RICKARD	522-08-2583	100%	.71%	.00%	119,020.

2 Total compensation of officers	2	389,021.
3 Compensation of officers claimed on Form 1125-A or elsewhere on return	3	
4 Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4	389,021.

For Paperwork Reduction Act Notice, see separate instructions. Form 1125-E (Rev. 10-2016)

724451 04-01-17 JWA

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property) OTHER

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2017

Attachment Sequence No. **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
ZUMOBI, INC.	OTHER DEPRECIATION	38-3740014

Part I Election To Expense Certain Property Under Section 179 **Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	510,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,030,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2016 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2018. Add lines 9 and 10, less line 12 ▶	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II **Special Depreciation Allowance and Other Depreciation (Don't** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	10,573.

Part III **MACRS Depreciation (Don't** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2017	17	11,624.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2017 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27.5 yrs.	MM	S/L	
i	Nonresidential real property	/		39 yrs.	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2017 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	22,197.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						**25**		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							**29**	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**don't** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons.

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2017 tax year:					
43 Amortization of costs that began before your 2017 tax year				**43**	23.
44 **Total.** Add amounts in column (f). See the instructions for where to report				**44**	23.

Form **6765** (Rev. March 2018)
Department of the Treasury
Internal Revenue Service

Credit for Increasing Research Activities

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form6765 for instructions and the latest information.

OMB No. 1545-0619
Attachment Sequence No. **81**

Name(s) shown on return: ZUMOBI, INC.
Identifying number: 38-3740014

Section A - Regular Credit. Skip this section and go to Section B if you are electing or previously elected (and are not revoking) the alternative simplified credit.

1	Certain amounts paid or incurred to energy consortia			1	
2	Basic research payments to qualified organizations	2			
3	Qualified organization base period amount	3			
4	Subtract line 3 from line 2. If zero or less, enter -0-			4	
5	Wages for qualified services (do not include wages used in figuring the work opportunity credit)	5			
6	Cost of supplies	6			
7	Rental or lease costs of computers	7			
8	Enter the applicable percentage of contract research expenses	8			
9	Total qualified research expenses. Add lines 5 through 8	9			
10	Enter fixed-base percentage, but not more than 16% (0.16)	10	16.0000 %		
11	Enter average annual gross receipts	11	5,393,681.		
12	Multiply line 11 by the percentage on line 10	12	862,989.		
13	Subtract line 12 from line 9. If zero or less, enter -0-	13	0.		
14	Multiply line 9 by 50% (0.50)	14			
15	Enter the **smaller** of line 13 or line 14			15	
16	Add lines 1, 4, and 15			16	
17	Are you electing the reduced credit under section 280C? ▶ Yes [X] No [ ] If "Yes," multiply line 16 by 13% (0.13). If "No," multiply line 16 by 20% (0.20) and see the instructions for the statement that must be attached. Fiscal year filers: see instructions. Members of controlled groups or businesses under common control: see instructions for the statement that must be attached			17	

Section B - Alternative Simplified Credit. Skip this section if you are completing Section A.

18	Certain amounts paid or incurred to energy consortia			18	
19	Basic research payments to qualified organizations	19			
20	Qualified organization base period amount	20			
21	Subtract line 20 from line 19. If zero or less, enter -0-			21	
22	Add lines 18 and 21			22	
23	Multiply line 22 by 20% (0.20)			23	
24	Wages for qualified services (do not include wages used in figuring the work opportunity credit)	24			
25	Cost of supplies	25			
26	Rental or lease costs of computers	26			
27	Enter the applicable percentage of contract research expenses	27			
28	Total qualified research expenses. Add lines 24 through 27	28			
29	Enter your total qualified research expenses for the prior 3 tax years. If you had no qualified research expenses in any one of those years, skip lines 30 and 31	29			
30	Divide line 29 by 6.0	30			
31	Subtract line 30 from line 28. If zero or less, enter -0-	31			
32	Multiply line 31 by 14% (0.14). If you skipped lines 30 and 31, multiply line 28 by 6% (0.06)			32	

LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **6765** (Rev. 3-2018)

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Section B - Alternative Simplified Credit *(continued)*

33	Add lines 23 and 32	33	
34	Are you electing the reduced credit under section 280C? ▶ Yes ☐ No ☐ If "Yes," multiply line 33 by 65% (0.65). If "No," enter the amount from line 33 and see the line 17 instructions for the statement that must be attached. Fiscal year filers: see instructions. Members of controlled groups or businesses under common control: see instructions for the statement that must be attached	34	

Section C - Current Year Credit

35	Enter the portion of the credit from Form 8932, line 2, that is attributable to wages that were also used to figure the credit on line 17 or line 34 (whichever applies)	35	
36	Subtract line 35 from line 17 or line 34 (whichever applies). If zero or less, enter -0-	36	0.
37	Credit for increasing research activities from partnerships, S corporations, estates, and trusts	37	
38	Add lines 36 and 37	38	
	• Estates and trusts, go to line 39. • Partnerships and S corporations not electing the payroll tax credit, stop here and report this amount on Schedule K. • Partnerships and S corporations electing the payroll tax credit, complete Section D and report on Schedule K the amount on this line reduced by the amount on line 44. • Eligible small businesses, stop here and report the credit on Form 3800, Part III, line 4i. See instructions for the definition of eligible small business. • Filers other than eligible small businesses, stop here and report the credit on Form 3800, Part III, line 1c. **Note:** Qualified small business filers, other than partnerships and S corporations, electing the payroll tax credit must complete Form 3800 before completing Section D.		
39	Amount allocated to beneficiaries of the estate or trust	39	
40	Estates and trusts, subtract line 39 from line 38. For eligible small businesses, report the credit on Form 3800, Part III, line 4i. See instructions. For filers other than eligible small businesses, report the credit on Form 3800, Part III, line 1c	40	

Section D - Qualified Small Business Payroll Tax Election and Payroll Tax Credit. Skip this section if the payroll tax election does not apply. See instructions.

41	Check this box if you are a qualified small business electing the payroll tax credit. See instructions ☐		
42	Enter the portion of line 36 elected as a payroll tax credit (do not enter more than $250,000). See instructions	42	
43	General business credit carryforward from the current year (see instructions). Partnerships and S corporations skip this line and go to line 44	43	
44	Partnerships and S corporations, enter the smaller of line 36 or line 42. All others, enter the smallest of line 36, line 42, or line 43. Enter here and on the applicable line of Form 8974, Part 1, column (e). Members of controlled groups or businesses under common control: see instructions for the statement that must be attached	44	

ELECTION NOT TO CLAIM THE ADDITIONAL FIRST YEAR
DEPRECIATION ALLOWABLE UNDER IRC SEC. 168(K)

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

FOR THE YEAR ENDING DECEMBER 31, 2017

ZUMOBI, INC., HEREBY ELECTS, PURSUANT TO IRC SEC. 168(K)(7), NOT TO CLAIM THE ADDITIONAL DEPRECIATION ALLOWABLE UNDER IRC SEC. 168(K) FOR THE FOLLOWING QUALIFYING PROPERTY PLACED IN SERVICE DURING THE TAX YEAR ENDING DECEMBER 31, 2017.

COMPUTER SOFTWARE AS DEFINED BY IRC SEC. 167(F)(1)(B).

SEE ATTACHED FORM 4562.

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

ZUMOBI, INC.
1525 4TH AVENUE, SUITE 800
SEATTLE, WA 98101

EMPLOYER IDENTIFICATION NUMBER: 38-3740014

FOR THE YEAR ENDING DECEMBER 31, 2017

ZUMOBI, INC. IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER REG. SEC. 1.263(A)-1(F).

ZUMOBI, INC. 38-3740014

FORM 1120 OTHER INCOME STATEMENT 1

DESCRIPTION	AMOUNT
OTHER INCOME	113,446.
TOTAL TO FORM 1120, LINE 10	113,446.

FORM 1120 TAXES AND LICENSES STATEMENT 2

DESCRIPTION	AMOUNT
BUSINESS TAXES	34,916.
LICENSES AND PERMITS	2,351.
PAYROLL TAXES	196,942.
STATE TAX PAYMENTS	7,707.
TOTAL TO FORM 1120, LINE 17	241,916.

FORM 1120 OTHER DEDUCTIONS STATEMENT 3

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	-280,936.
AMORTIZATION	23.
BANK FEES	2,715.
COMMUNICATIONS	48,563.
COMPUTER EXPENSES	109,578.
CONTRACT LABOR EXPENSES	244,494.
DIRECTORS EXPENSE	46,643.
DUES AND SUBSCRIPTIONS	33,968.
EMPLOYEE EXPENSES	28,172.
INSURANCE	34,311.
MEALS AND ENTERTAINMENT	22,028.
MOBILE DEVICE EXPENSE	944.
OFFICE EXPENSES	43,237.
PARKING EXPENSE	25,830.
PROFESSIONAL FEES	309,558.
RECRUITING EXPENSE	99,539.
TRAVEL EXPENSES	83,134.
UTILITIES	247.
TOTAL TO FORM 1120, LINE 26	852,048.

ZUMOBI, INC. 38-3740014

SCHEDULE L — OTHER CURRENT ASSETS — STATEMENT 4

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
PREPAID EXPENSES	126,013.	96,485.
TOTAL TO SCHEDULE L, LINE 6	126,013.	96,485.

SCHEDULE L — OTHER CURRENT LIABILITIES — STATEMENT 5

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCRUED COMPENSATION AND BENEFITS	1,093,493.	1,866,189.
DEFERRED RENT - CURRENT PORTION	0.	-1,477.
INTEREST PAYABLE	448,285.	0.
OTHER ACCRUED LIABILITIES	83,915.	106,304.
SQUARE1 A/R LOC - SHORT TERM	1,175,000.	1,390,656.
UNBILLED REVENUE	4,569.	0.
TOTAL TO SCHEDULE L, LINE 18	2,805,262.	3,361,672.

SCHEDULE L — OTHER LIABILITIES — STATEMENT 6

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
DEBT DISCOUNT - LONG TERM PORTION	-38,361.	-20,901.
DEFERRED RENT - LONG TERM PORTION	0.	5,918.
WARRANT LIABILITY	155,856.	115,297.
TOTAL TO SCHEDULE L, LINE 21	117,495.	100,314.

SCHEDULE M-1 — TAXABLE INCOME NOT RECORDED ON BOOKS — STATEMENT 7

DESCRIPTION	AMOUNT
481(A) ADJUSTMENT	280,936.
TOTAL TO SCHEDULE M-1, LINE 4	280,936.

STATEMENT(S) 4, 5, 6, 7

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SCHEDULE M-1 OTHER EXPENSES RECORDED ON BOOKS NOT DEDUCTED IN THIS RETURN STATEMENT 8

DESCRIPTION	AMOUNT
INCENTIVE STOCK OPTION EXPENSE	35,553.
NONQUALIFIED STOCK OPTION EXPENSE	2,049.
INTEREST EXPENSE 163(I)	379,375.
CHANGE IN FMV OF STOCK WARRANT	40,559.
PREPAID EXPENSES	29,528.
ACCRUED EXPENSES	16,209.
TOTAL TO SCHEDULE M-1, LINE 5	503,273.

SCHEDULE M-1 OTHER DEDUCTIONS IN THIS RETURN NOT CHARGED AGAINST BOOK INCOME STATEMENT 9

DESCRIPTION	AMOUNT
BAD DEBT RESERVE	211,774.
ACCRUED BONUSES	17,826.
AMORTIZATION	23.
TOTAL TO SCHEDULE M-1, LINE 8	229,623.

FORM 1125-A OTHER COSTS STATEMENT 10

DESCRIPTION	AMOUNT
AD SERVING COSTS	445,697.
COLOCATION SERVICES	105,933.
DATA FEED COSTS	162,374.
PARTNER REVENUE SHARE	6,159,100.
PUSH NOTIFICATION FEES	8,771.
TOTAL TO LINE 5	6,881,875.