

3287112

Company Number: 2674388

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING OF
BARNSELY FOOTWEAR DISTRIBUTORS LIMITED
(the "Company")

In accordance with section 381A of the Companies Act 1985 ("the Act"), we, being all the members of the Company who, at the date of this resolution, are entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE** pursuant to and in accordance with the provisions of section 155(4) of the Act **THAT** the giving of financial assistance by the Company as described in the statutory declaration of the director of the Company which is attached hereto together with the auditor's report relating thereto in connection with the acquisition by **SPRINGCHOICE HOLDINGS LIMITED** of its own shares

This written resolution shall take effect as a special resolution of the company.

Signed.....

Date: 9 November 2005



BARNESLEY FOOTWEAR DISTRIBUTORS LIMITED

BOARD MEMORANDUM

Memorandum in connection with the proposed arrangement whereby the Company will give further financial assistance in connection with the acquisition of shares in its Holding Company, particulars of which are given in the statutory declaration made by the directors this day pursuant to section 155(6) of the company Act 1985 (the "Act")

1. As at the close of business on [9th November]2005 the aggregate of the company's assets as stated in its accounting records exceed the aggregate of its liabilities as so stated.
2. From our knowledge of events since that date and of the likely course of the company's business the directors have formed the opinion that the aggregate of the company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given and that the giving of such financial assistance will not reduce the net assets of the Company.

SIGNED.....

On behalf of the Board

Dated: 9 November 2005