

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

In accordance with section 381A of the Companies Act 1985, we, being all the members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE THAT:**

1. the Articles of Association of the Company be and it is altered by the addition of the following clause:

- 1.1 the Company may give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with the purchase of its own shares or in its holding company

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

Signed.....



Date: 3 December 1999

