

Company number 5570073

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
SHOE ZONE GROUP LIMITED
(the "Company")**

Circulated on 3 April 2008 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution")


SPECIAL RESOLUTION

IT IS RESOLVED that the terms of an agreement between the Company and John Charles Pennington Smith for the purchase by the Company of 111,087 "A" ordinary shares of £0.01 each in the capital of the Company for a consideration of £3,814,612.16 be and is hereby approved and that the Company be authorised to enter into such an agreement

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, members entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution


Anthony Edward Pennington Smith
Dated: 3 April 2008


Michael John Smith
Dated: 3 April 2008

