

THE COMPANIES ACT 2006

FOOT LOCKER U.K. LIMITED (the Company)

DIRECTORS' STATEMENT OF SOLVENCY

DATE 9 October 2009

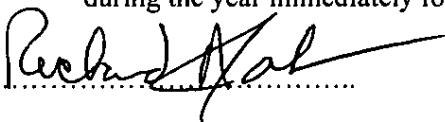
This statement is a statement of solvency made under section 643 of the Companies Act 2006 (the Act) for the purposes of section 642 of the Act.

We, the directors named below, being all the directors of the Company as at the date of this statement, having:

- 1 duly considered the provisions of sections 642-644 of the Act; and
- 2 having taken into account all the Company's liabilities (including any contingent or prospective liabilities) state that we have formed the opinion:

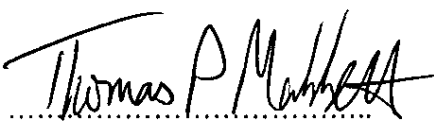
2.1 as regards the Company's situation as at the date of this statement, that there is no ground on which the Company could now be found to be unable to pay (or otherwise discharge) its debts; and

2.2 that the Company will be able to pay (or otherwise) discharge its debts as they fall due during the year immediately following the date of this statement.

Signed: 

Date: 9 October 2009

Richard Allen Johnson

Signed: 

Date: 9 October 2009

Thomas Philip Mabbett

