

001383/15

363a



Please complete in typescript,
or in bold black capitals.

CHFP001

Annual Return

Company Number 2568406

Company Name in full Foot Locker U.K. Limited

Date of this return

The information in this return is made up to

Day Month Year
1 3 / 1 2 / 2 0 0 3

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day Month Year
_ _ / _ _ / _ _ _ _

Registered Office

Show here the address at the date of this return.

20-22 Bedford Row

Any change of registered office must be notified on form 287.

Post town London
County / Region _____
UK Postcode W C 1 R 4 J S

Principal business activities

Show trade classification code number(s) for the principal activity or activities.

7415

If the code number cannot be determined, give a brief description of principal activity.

Holding Companies including Head Offices



Form April 2002

CHAD 16/07/2002

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Register of members

If the register of members is not kept at the registered office, state here where it is kept. _____

Post town _____

County / Region _____ UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept. _____

Post town _____

County / Region _____ UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

} Please tick the appropriate box

Company Secretary

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name * Style / Title _____

Forename(s) _____

Surname Jordan Company Secretaries Limited

Address ^{††} 21 St Thomas Street

Post town Bristol

County / Region _____ UK Postcode B S 1 6 J S

Country _____

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

2568406

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name	* Style / Title			
		Day	Month	Year
Date of birth		0	1	0 7 1 9 4 4
Forename(s)	Matthew Dominick			
Surname	Serra			
Address ††	114 Wheatley Road			
Post town	Old Westbury			
County / Region	New York 11568	UK Postcode		
Country	USA	Nationality	American	
Business occupation	CEO			

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
Date of birth		1	4	0 5 1 9 4 7
Forename(s)	Thomas John			
Surname	Slover			
Address ††	Kerklaan 3			
Post town	Nieuwerter Aa			
County / Region		UK Postcode	3 6 2 6 A P	
Country	Netherlands	Nationality	American	
Business occupation	Managing Director			

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class
(e.g. Ordinary/Preference)

Number of shares issued

Aggregate Nominal Value
(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)
Ordinary	18250462	£18250462
Totals	18250462	£18250462

List of past and present shareholders

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

on paper in another format

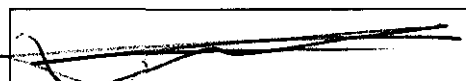
A list of changes is enclosed

A full list of shareholders is enclosed

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

28/10/2003

† Please delete as appropriate

† a ~~director~~ / secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes continuation sheets.

(enter number)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jordan Company Secretaries Limited

21 St Thomas Street

Bristol BS1 6JS

Tel Ref:(N32812)(2272)SSROLO

DX number DX 78161

DX exchange BRISTOL

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name	* Style / Title	_____						
		Day	Month	Year				
Date of birth		2	1	10	1	9	4	3
Forename(s)		Terry Lynn						
Surname		Talley						
Address ††		Hein Duvel 8						
<input type="checkbox"/>		_____						
Post town		1251BX Laren						
County / Region		_____	UK Postcode	_____				
Country		Netherlands	Nationality	American				
Business occupation		Businessman						

* Voluntary details.

Name	* Style / Title	_____						
		Day	Month	Year				
Date of birth		___	/	___	/	___	___	___
Forename(s)		_____						
Surname		_____						
Address ††		_____						
<input type="checkbox"/>		_____						
Post town		_____						
County / Region		_____	UK Postcode	_____				
Country		_____	Nationality	_____				
Business occupation		_____						

Company Number 2568406 _____

Company Name in full Foot Locker U.K. Limited _____

* Voluntary details _____

Company Secretary

(Please photocopy this area to provide details of joint secretaries).

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name * Style / Title _____

Forename(s) Antonius Adrianus Maria _____

Surname Verwijmeren _____

Address †† De Vlaanders 58 _____

Post town 4711 PX St Willebrord _____

County / Region _____ UK Postcode _____

Country Netherlands _____

Details of a new company secretary must be notified on form 288a

Directors

Please list directors in alphabetical order.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name * Style / Title _____

Day Month Year

Date of birth _____

Forename(s) _____

Surname _____

Address †† _____

Post town _____

County / Region _____ UK Postcode _____

Country _____ Nationality _____

Business occupation _____

Details of new directors must be notified on form 288a



List of past and present shareholders Schedule to form 363a

Company Number 2568406

Company Name in full Foot Locker U.K. Limited

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name <u>FLE Holdings B.V.</u> Address <u>IR. D.S. Tuijnmanweg 3</u> <u>4131 PN Vianen</u> <u>Netherlands</u> UK Postcode <u> L L L L L L L</u>	Ordinary 12250462		
Name <u>Foot Locker Europe B.V.</u> Address <u>Ir. D.S. Tuijnmanweg 3</u> <u>4131 PN Vianen</u> <u>Netherlands</u> UK Postcode <u> L L L L L L L</u>	Ordinary 6000000		
Name <u>Foot Locker, Inc.</u> Address <u>112 West 34th Street</u> <u>New York</u> <u>NY 10120</u> <u>USA</u> UK Postcode <u> L L L L L L L</u>	Ordinary 0	Ordinary 12250462	23/01/2003