

THE COMPANIES ACT 2006

FOOT LOCKER U.K. LIMITED (the Company)

DIRECTORS' STATEMENT OF CONFIRMATION

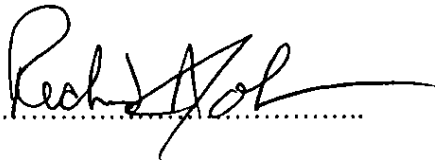
DATE 9 October 2009

This statement is a statement of confirmation made for the purposes of section 645(5) of the Companies Act 2006 (the Act).

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

- 1 the solvency statement which we, being all the directors of the Company were required to sign in accordance with section 643 of the Act (the **Solvency Statement**), was made on 9 October 2009 being not more than 15 days before 9 October 2009 being the date on which the resolution of the shareholders of the Company approving the reduction of the Company's capital was passed; and
- 2 as the resolution was passed as a written resolution, a copy of the Solvency Statement was sent or submitted to every eligible member at or before the time at which the written resolution was sent or submitted to each eligible member in accordance with section 642(2) of the Act.

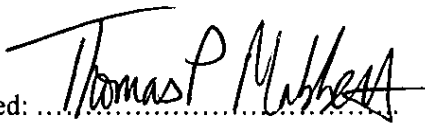
Signed:



Richard Allen Johnson

Date: 9 October 2009

Signed:



Thomas Philip Mabbett

Date: 9 October 2009

