

nw/715/000980



363a

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP001

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
13 / 12 / 2001

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 WC1R 4JS

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.

MANAGEMENT ACTIVITIES
HOLDING COMP.



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**

Form revised September 1999

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

* Voluntary details.

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

Post town

Bristol

County / Region

UK Postcode

| B | S | 1 | | | 6 | J | S |

Country

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name * Style / Title _____

Day Month Year

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

Date of birth |0|4|/|0|8|/|1|9|6|7|

Forename(s) |Patrick Dominic _____

Surname |Galvin _____

Address |Van Mierisstraat 125 II _____

Usual residential address

must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town |1071 RR Amsterdam _____

County / Region _____ UK Postcode |_|_|_|_| |_|_|_|

Country |Netherlands _____ Nationality |Irish _____

Business occupation |Chief Operating Officer _____

* Voluntary details.

Name * Style / Title _____

Day Month Year

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

Date of birth |1|9|/|1|1|/|1|9|5|5|

Forename(s) |Simon Charles Deane _____

Surname |Rider _____

Address |Eikenlaan 1A _____

Usual residential address

must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town |2254 BDWassenaar _____

County / Region _____ UK Postcode |_|_|_|_| |_|_|_|

Country |Netherlands _____ Nationality |English _____

Business occupation |Manging 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)

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

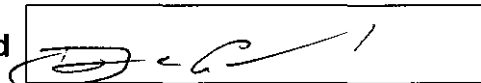
A list of changes is enclosed

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

22/10/01

† 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

1

continuation sheets.

(enter number)

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

Jordan Company Secretaries Limited

21 St Thomas Street

Bristol BS1 6JS

Tel

Ref:(N32812)(1857)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

Name * Style / Title _____

Day Month Year

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

Date of birth 01 / 07 / 1944

Forename(s) Matthew D _____

Surname Serra _____

Address 2 Knights Court _____

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town Upper Saddle River _____

County / Region 07458 UK Postcode _____

Country USA Nationality American _____

Business occupation CEO _____

* Voluntary details.

Name * Style / Title _____

Day Month Year

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

Date of birth _____

Forename(s) _____

Surname _____

Address _____

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town _____

County / Region _____ UK Postcode _____

Country _____ Nationality _____

Business occupation _____

Company Number 2568406

Company Name in full Foot Locker U.K. Limited

Company Secretary

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

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

* Voluntary details

Name * Style / Title _____

Forename(s) Antonius Adrianus Maria

Surname Verwijmeren

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

Address De Vlaanders 58

Post town 4711 PX St Willebrord

County / Region _____ UK Postcode

Country Netherlands

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

Name * Style / Title _____

Day Month Year

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

Date of birth / /

Forename(s) _____

Surname _____

Address _____

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town _____

County / Region _____ UK Postcode

Country _____ Nationality _____

Business occupation _____



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>Foot Locker Europe B.V.</u> Address <u>Jr. D.S. Tuijnmanweg 3</u> <u>4131 PN Vianen</u> <u>Netherlands</u> UK Postcode L L L L L L L	Ordinary 6000000		
Name <u>Foot Locker, Inc. (formerly Venator Group, Inc.)</u> Address <u>112 West 34th Street</u> <u>New York</u> <u>NY 10120</u> <u>USA</u> UK Postcode L L L L L L L	Ordinary 12250462		
Name _____ Address _____ _____ _____ UK Postcode L L L L L L L			