George Oliver Distributors Limited
Financial Statements
for the 52 weeks ended 30 December 2006

Registered Number 996421

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Directors and advisers

Directors

M J Smith A E P Smith

Secretary and registered office

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K R Philips Haramead Business Centre Humberstone Road Leicester LE1 2LH

Directors' report for the 52 weeks to 30 December 2006

The directors present their report together with the unaudited financial statements for the 52 weeks ended 30 December 2006

Principal activity

The company did not trade during the year and accordingly, no profit and loss account has been included within these financial statements

Dividends

A dividend of £427,787 was paid on 18 December 2005

Directors and their interests

The directors of the company during the 52 weeks ended 30 December 2006 were

M J Smith

A E P Smith

No director had any beneficial interest in the shares of the company. Their interests in the share capital of the ultimate parent company, Shoe Zone Group Limited, are disclosed in the financial statements of that company

Auditors

The directors have relied upon the provisions of Sections 249AA and 388A of the Companies Act 1985 and have resolved not to appoint auditors

By order of the Board

K R Phillips

Secretary

Date 2 July 2007

Balance sheet as at 30 December 2006

| | Note | 30 December 2006 | 31 December 2005 |
|---------------------------------|------|---------------------|---------------------|
| Current assets | | £ | £ |
| Amounts owed by holding company | | 100 | 100 |
| Capital and reserves – equity | | | |
| Called up share capital | 2 | 100 | 100 |
| Profit and loss account | 3 | - | - |
| Total shareholders' funds | | 100 | 100 |

For the 52 weeks ended 30 December 2006 the company was entitled to the exemption under section 249AA(1) of the Companies Act 1985

Members have not required the company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985

The directors acknowledge their responsibility for

- (1) ensuring the company keeps accounting records which comply with Section 221, and
- (11) preparing the accounts which give a true and fair view of the state of affairs of the company as at the end of the financial period, and of its profit or loss for the financial period, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

The financial statements on pages 3 to 5 were approved by the board of directors and signed on its behalf by

M J Smith

Director

Date 2 July 2007

Notes to the financial statements for the 52 weeks ended 30 December 2006

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

2 Share capital

| | 30 December 2006 | 31 December 2005 |
|------------------------------------|---------------------|---------------------|
| Authorised: | £ | £ |
| 100 Ordinary shares of £1 each | 100 | 100 |
| Allotted, called up and fully paid | | |
| 100 Ordinary shares of £1 each | 100 | 100 |
| | | |

3 Reserves

| | Profit and loss account |
|---------------------|-------------------------|
| | £ |
| At 31 December 2005 | - |
| Dividend | - |
| At 30 December 2006 | - |
| | |

Notes to the financial statements for the 52 weeks ended 30 December 2006

4 Directors Emoluments

The directors received no emoluments for the 52 weeks ended 30 December 2006 (31 December 2005 £nul)

5 Ultimate parent undertaking

The immediate parent undertaking is Zone Group Limited

The ultimate parent undertaking and controlling party is Shoe Zone Group Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Shoe Zone Group Limited consolidated financial statements can be obtained from the Company Secretary at Haramead Business Centre, Humberstone Road, Leicester, LE1 2LH