

Company No: 5268806

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
SHOE PRODUCTIONS LIMITED
(the "Company")

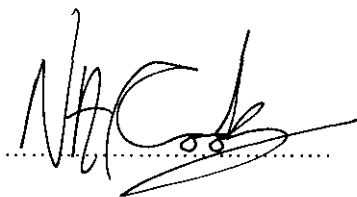
Pursuant to section 381A of the Companies Act 1985 (the "Act")

Passed on 1 April 2005

We, the undersigned, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE**, that the following resolutions take effect as Elective Resolutions pursuant to section 379A of the Act.

ELECTIVE RESOLUTIONS

1. **THAT** the Company elects in accordance with Section 366 of the Act to dispense with the holding of annual general meetings.
2. **THAT** the Company elects in accordance with Section 252 of the Act to dispense with the laying of accounts and reports before the Company in general meeting.
3. **THAT** the Company elects in accordance with Section 386 of the Act to dispense with the obligation to appoint auditors annually.



for and on behalf of The Walt Disney Company Limited

Dated: 1 April 2005

